

ACTUANT CORP
Form 4
December 27, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARZBAECHER ROBERT C

(Last) (First) (Middle)

N86 W12500 WESTBROOK
CROSSING

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACTUANT CORP [ATU]

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/24/2013		M	32,041 A	\$ 18.33 441,423	D	
Class A Common Stock	12/24/2013		S ⁽¹⁾	32,041 D	\$ 36.68 409,382	D	
Class A Common Stock	12/24/2013		S ⁽¹⁾	13,458 D	\$ 36.68 395,924	D	
Class A Common	12/26/2013		M	59,827 A	\$ 18.33 455,751	D	

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Stock

Class A					\$		
Common	12/26/2013	S ⁽¹⁾	59,827	D	36.71	395,924	D
Stock					<u>(3)</u>		

Class A					\$		
Common	12/26/2013	S ⁽¹⁾	25,128	D	36.71	370,796	D
Stock					<u>(3)</u>		

Class A						60,000	I	By
Common								Family Limited
Stock								Partnerships

Class A						36,781 ⁽⁴⁾	I	By 401(k)
Common								
Stock								

Class A						11,900	I	By IRA
Common								
Stock								

Class A						2,200	I	By Family ⁽⁵⁾
Common								
Stock								

Class A						2,400	I	By Spouse
Common								
Stock								

Class A						35,038 ⁽⁶⁾	I	By Deferred
Common								Compensation
Stock								

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee Stock Option (Right to Buy) <u>(7)</u>	\$ 18.33	12/24/2013	M	32,041	<u>(8)</u>	01/09/2019	Class A Common Stock	32,041
Employee Stock Option (Right to Buy) <u>(7)</u>	\$ 18.33	12/26/2013	M	59,827	<u>(8)</u>	01/09/2019	Class A Common Stock	59,827

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARZBAECHER ROBERT C N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051	X		CEO	

Signatures

Eric Orsic, as
Attorney-in-Fact

12/27/2013

 Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported on this Form 4 was effected pursuant to a 10b5-1 trading plan.
- (2) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.47 to \$36.80 inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (2) to this Form 4.
- (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.44 to \$36.88 inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (3) to this Form 4.
- (4) Represents the best estimate of the number of share equivalents held by the reporting person in the unitized stock fund of the Actuant 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of stock of Actuant in the fund to other investments.
- (5) Owned by daughters.
- (6) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan.
- (7) Option granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (8) Fifty percent of the option became exercisable on 1/9/2012 and the balance becomes exercisable on 1/9/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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