

ACTUANT CORP
Form 4
January 14, 2014

FORM 4

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

OMB APPROVAL

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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

(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)
01/10/2014

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)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	01/10/2014		M		100,000 A \$ 18.33	399,382	D
Class A Common Stock	01/10/2014		S ⁽¹⁾		100,000 D \$ 35.97 ⁽²⁾	299,382	D
Class A Common Stock	01/13/2014		M		66,666 A \$ 18.33	366,048	D
Class A Common	01/13/2014		S ⁽¹⁾		66,666 D \$ 36.01	299,382	D

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Stock	(3)			
Class A Common Stock	100,000	I	By Family Limited Partnerships	
Class A Common Stock	36,781 (4)	I	By 401(k)	
Class A Common Stock	11,900	I	By IRA	
Class A Common Stock	2,200	I	By Family (5)	
Class A Common Stock	2,400	I	By Spouse	
Class A Common Stock	35,038 (6)	I	By Deferred Compensation	

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

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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 Number Shares
Employee Stock Option (Right to Buy) (7)	\$ 18.33	01/10/2014		M	100,000	(8) 01/09/2019	Class A Common Stock 100,000
Employee Stock Option	\$ 18.33	01/13/2014		M	66,666	(8) 01/09/2019	Class A Common Stock 66,666

(Right to
Buy) (7)

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

/s/ Eric Orsic, as
Attorney-in-Fact

01/14/2014

 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 were 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 \$35.59 to \$36.10 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 \$35.63 to \$36.39 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 became 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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