ACTUANT CORP Form 4 April 03, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wozniak Ted			2. Issuer Name and Ticker or Trading Symbol ACTUANT CORP [ATU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First)		3. Date of Earliest Transaction	(Check all applicable)		
N86 W12500 WESTBROOK CROSSING			(Month/Day/Year) 04/01/2014	Director 10% Owner X Officer (give title Other (specify below) VP Business Development		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person		
MENOMONEE FALLS, WI 53051				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A Common Stock	04/01/2014		M	9,000	A	\$ 18.33	70,913	D	
Class A Common Stock	04/01/2014		S	9,000	D	\$ 34.32 (1)	61,913	D	
Class A Common Stock							4,140 (2)	I	By 401(k)
Class A Common							5,372 (3)	I	By Deferred Compensation

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Stock

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. Transacti Code (Instr. 8)	5. Number on f 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	\$ 18.33	04/01/2014		M	9,000	<u>(5)</u>	01/09/2019	Class A Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wozniak Ted N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051

VP Business Development

Signatures

Buy) (4)

/s/ Eric Orsic, as Attorney-in-Fact 04/03/2014

**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 price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.28 to \$34.34 inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant

Reporting Owners 2

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Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (1) to this Form 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.
- (3) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan.
- (4) Option granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (5) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.