Hochberg Philip Scott Form 4 May 16, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

2. Issuer Name and Ticker or Trading

KEY TRONIC CORP [KTCC]

3. Date of Earliest Transaction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Hochberg Philip Scott

(First) (Middle)

4424 N. SULLIVAN ROAD

(Street)

(Month/Day/Year)

05/14/2013

Symbol

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner Other (specify

X_ Officer (give title below) below)

EVP of Business Development

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SPOKANE VALLEY, WA 99216 (State)

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Owned

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

Beneficially Following Reported Transaction(s)

Form: Direct (I) (Instr. 4)

6. Ownership

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securit (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of Security (D) (Instr. 3, 4, and 5)

(A) (D) Date Expiration Title

Exercisable Date

Title Amo

Num of Sh

ercisable Date

Stock

Appreciation \$ 5.89 05/14/2013 A 30,000 05/14/2013 05/14/2015 Common Stock 30,000

Code V

Right

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hochberg Philip Scott EVP of 4424 N. SULLIVAN ROAD Business SPOKANE VALLEY, WA 99216 Development

Signatures

/s/ Philip Scott Hochberg 05/15/2013

**Signature of Reporting Date
Person

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).

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.

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