GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4 April 04, 2014

FORM 4

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

OMB APPROVAL OMB

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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

Symbol

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

GLOBAL BRASS & COPPER

HOLDINGS, INC. [BRSS]

3. Date of Earliest Transaction

(Month/Day/Year)

04/03/2014

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Bense Kevin W

(Last) (First) (Middle)

475 N. MARTINGALE ROAD, SUITE 1050

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

SCHAUMBURG, IL 60173

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below) President - A.J. Oster, LLC

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Common

per share

Stock, par value \$0.01

04/03/2014

 $A^{(1)}$

5,448 Α

\$0

Price

(A)

or

(D)

6,585

Transaction(s)

(Instr. 3 and 4)

D

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 of orDerivative 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
Stock Option (right to buy) (2)	\$ 16.06	04/03/2014		A	11,453	(3)	04/03/2024	Common Stock, par value \$0.01 per share	11,453

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bense Kevin W 475 N. MARTINGALE ROAD SUITE 1050 SCHAUMBURG, IL 60173

President - A.J. Oster, LLC

Signatures

/s/ Scott B. Hamilton,
Attorney-in-Fact
04/04/2014

**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 Common Stock is restricted as of the date of grant. The shares will vest and become unrestricted in three equal installments over three years. The first third of the shares will vest on April 3, 2015, the second third on April 3, 2016 and the last third on April 3, 2017.
- None of the options are vested or exercisable on the date of grant. The options will vest in three equal installments over three years. The (2) first third of the options vest and become exercisable on April 3, 2015, the second third on April 3, 2016 and the last third on April 3, 2017.
- (3) The options are exercisable immediately upon vesting. See footnote (2).

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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