### AMERICAN VANGUARD CORP

Form 4 May 28, 2014

## FORM 4

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

**OMB APPROVAL** 

OMB 3235-0287 Number:

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

obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **Baker Smith Cindy** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

AMERICAN VANGUARD CORP

[AVD]

(Check all applicable) Director 10% Owner

(Last) (First) (Middle)

(Street)

(State)

(Zip)

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

X\_ Officer (give title Other (specify below) See Remark

4695 MACARTHUR COURT,, SUITE 1200

(City)

05/23/2014

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWPORT BEACH, CA 92660

	,	()	1 able 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner									
1.Title	e of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of			
Securi	ity	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr.	3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)			
						(4)		Reported				
					(A)		Transaction(s)					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
				Code v		(D)	Price					
Com		05/23/2014		A	5,111	Α	\$0	18,724	D			
Stock	ζ.	05/25/2011			<u>(1)</u>		ΨΟ	10,72.	2			
<b>C</b>					F 111							
Com		05/23/2014		A	5,111	Α	\$ 0	23,835	D			
Stock	<				(2)		<b>-</b>	,	_			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date		Amount of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	·		Securi	ties	(Instr. 5)	J
	Derivative				Securities			(Instr. 3 and 4)		(	
	Security				Acquired					J	
	_				(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	Title N	or		
									Number		
									of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Baker Smith Cindy 4695 MACARTHUR COURT, SUITE 1200 NEWPORT BEACH, CA 92660

See Remark

## **Signatures**

/s/ CINDY BAKER SMITH

05/28/2014

\*\*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) These comprise an award of time-based restricted stock that vests in its entirety on May 23, 2017, if and only if reporting person is continuously employed by issuer through such vesting date as per the terms of a Restricted Stock Agreement dated as of May 23, 2014.
- These comprise an award of performance-based restricted stock that vests upon the attainment of both (i) continuous employment through May 23, 2017, and (ii) the relative growth of the issuer's EBIT, net sales and stock price appreciation as compared to that of certain industry comparator groups over the course of fiscal years 2014 2016 as per the terms of a Performance Stock Agreement dated as of May 23, 2014.

#### **Remarks:**

SVP & Dir. Global Reg Affairs (AMVAC)

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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