

ACXIOM CORP
Form 4
May 22, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
COMPTON JENNIFER BRYNN

(Last) (First) (Middle)

ACXIOM CORPORATION, 601 E. THIRD STREET

(Street)

LITTLE ROCK, AR 72201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACXIOM CORP [ACXM]

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

Sr. Vice President - HR

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
Common Stock, \$.10 Par Value	05/20/2014		A	(A) 6,341 (1)	\$ 0 35,728	D	
Common Stock, \$.10 Par Value	05/20/2014		A	(A) 4,756 (2)	\$ 0 40,484	D	
Common Stock, \$.10 Par Value	05/21/2014		F	(D) 370 (3)	\$ 21.25 40,114	D	
Common Stock, \$.10					1,069.6727	I	by Managed

Par Value				Account 1
Common				by
Stock, \$.10	35.6948	I		Managed
Par Value				Account 2

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 21.17	05/20/2014		A	13,589	<u>(4)</u> 05/20/2024	Common Stock, \$.10 Par Value	13,589

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COMPTON JENNIFER BRYNN ACXIAM CORPORATION 601 E. THIRD STREET LITTLE ROCK, AR 72201			Sr. Vice President - HR	

Signatures

By: Catherine L. Hughes, Attorney-in-Fact For: Jennifer B. Compton 05/22/2014

__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).

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- This is a grant of performance units. Each performance unit represents a contingent right to receive one share of the registrant's common stock. Vesting will occur subsequent to the attainment of certain performance criteria approved by the Compensation Committee of the registrant's Board of Directors for the performance period ending March 31, 2017, contingent upon the reporting person's continued employment with the registrant.
- (1) This is a grant of performance units. Each performance unit represents a contingent right to receive one share of the registrant's common stock. Vesting will occur subsequent to the attainment of certain performance criteria approved by the Compensation Committee of the registrant's Board of Directors for the performance period ending March 31, 2017, contingent upon the reporting person's continued employment with the registrant.
 - (2) This is a grant of restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the registrant's common stock. Vesting will begin on May 20, 2015 with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% vested, contingent upon the reporting person's continued employment with the registrant.
 - (3) These shares were withheld by Acxiom Corporation to satisfy the reporting person's tax obligations that arose on May 21, 2014, when restricted stock units belonging to the reporting person vested.
 - (4) This non-qualified stock option vests incrementally over four years beginning May 20, 2015, with 25% of the total becoming vested on that date and 25% each 12 months thereafter until 100% vested. The option expires 10 years from the date of grant.

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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