

BAUER FRED
Form 4
March 13, 2018

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 *
BAUER FRED

(Last) (First) (Middle)
2775 N. LAKESHORE DRIVE
(Street)

HOLLAND, MI 49424

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENTEX CORP [GNTX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Chairman of the Board & CEO

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/09/2018 | 03/09/2018 | M | | 6,627 | A | \$ 14.69 | 5,536,355 | D |
| Common Stock | 03/09/2018 | 03/09/2018 | M | | 250,000 | A | \$ 12.35 | 5,786,355 | D |
| Common Stock | 03/09/2018 | 03/09/2018 | M | | 250,000 | A | \$ 9.115 | 6,036,355 | D |
| Common Stock | 03/09/2018 | 03/09/2018 | M | | 208,000 | A | \$ 11.28 | 6,244,355 | D |
| Common Stock | 03/09/2018 | 03/09/2018 | S | | 714,627 | D | \$ 23.3171 | 5,529,728 | D |
| | | | | | | | | <u>(1)</u> | |

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| | | | | | | | | |
|--------------|------------|------------|---|---------|---|----------------------|-----------|---|
| Common Stock | 03/12/2018 | 03/12/2018 | M | 149,373 | A | \$ 14.69 | 5,679,101 | D |
| Common Stock | 03/12/2018 | 03/12/2018 | M | 54,000 | A | \$ 15.89 | 5,733,101 | D |
| Common Stock | 03/12/2018 | 03/12/2018 | M | 28,200 | A | \$ 17.97 | 5,761,301 | D |
| Common Stock | 03/12/2018 | 03/12/2018 | S | 231,573 | D | \$ 23.3603 (2) | 5,529,728 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (Right to buy) | \$ 14.69 | 03/09/2018 | 03/09/2018 | M | 6,627 | (3) | 09/20/2021 | Common Stock | 6,627 |
| Employee Stock Option (Right to buy) | \$ 12.35 | 03/09/2018 | 03/09/2018 | M | 250,000 | (4) | 08/11/2018 | Common Stock | 250,000 |
| Employee Stock Option (Right to buy) | \$ 11.28 | 03/09/2018 | 03/09/2018 | M | 208,000 | (5) | 08/15/2020 | Common Stock | 208,000 |
| Employee Stock Option (Right to buy) | \$ 9.115 | 03/09/2018 | 03/09/2018 | M | 250,000 | (4) | 08/16/2019 | Common Stock | 250,000 |

buy)

Employee Stock

| | | | | | | | | | |
|--------------------------|----------|------------|------------|---|--------|------------|------------|--------------|--------|
| Option (Right to buy) | \$ 17.97 | 03/12/2018 | 03/12/2018 | M | 28,200 | <u>(6)</u> | 08/17/2023 | Common Stock | 28,200 |
|--------------------------|----------|------------|------------|---|--------|------------|------------|--------------|--------|

Employee Stock

| | | | | | | | | | |
|--------------------------|----------|------------|------------|---|--------|------------|------------|--------------|--------|
| Option (Right to buy) | \$ 15.89 | 03/12/2018 | 03/12/2018 | M | 54,000 | <u>(7)</u> | 08/19/2022 | Common Stock | 54,000 |
|--------------------------|----------|------------|------------|---|--------|------------|------------|--------------|--------|

Employee Stock

| | | | | | | | | | |
|--------------------------|----------|------------|------------|---|---------|------------|------------|--------------|---------|
| Option (Right to buy) | \$ 14.69 | 03/12/2018 | 03/12/2018 | M | 149,373 | <u>(3)</u> | 09/20/2021 | Common Stock | 149,373 |
|--------------------------|----------|------------|------------|---|---------|------------|------------|--------------|---------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BAUER FRED 2775 N. LAKESHORE DRIVE HOLLAND, MI 49424 | | | Chairman of the Board & CEO | |

Signatures

| | |
|---|------------|
| /s/ Kevin Nash for Fred T. Bauer by Power of Attorney | 03/13/2018 |
|---|------------|

 **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) This transaction was executed in multiple trades at prices ranging from \$23.25 USD to \$23.52 USD; the price reported above reflects the weighted average sale price.
- (2) This transaction was executed in multiple trades at prices ranging from \$23.25 USD to \$23.56 USD; the price reported above reflects the weighted average sale price.
- (3) 7-Year Grant; 20% Vesting every year for 5 years w/2 open years beginning on 20-Aug-2015.
- (4) The option to purchase shares is fully vested.
- (5) 7-Year Grant; 20% Vesting every year for 5 years w/2 open years beginning on 15-Aug-2014.
- (6) 7-Year Grant; 20% Vesting every year for 5 years w/2 open years beginning on 18-Aug-2017.
- (7) 7-Year Grant; 20% Vesting every year for 5 years w/2 open years beginning on 20-Aug-2015.

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.