

KOBYLINSKI BRIAN
Form 4
October 10, 2012

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 *
KOBYLINSKI BRIAN

(Last) (First) (Middle)

**N86 W12500 WESTBROOK
CROSSING**

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ACTUANT CORP [ATU]

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2012

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)
Exec. VP - Industrial

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
Class A Common Stock	10/08/2012		M		10,000	A	\$ 11.97
Class A Common Stock	10/08/2012		S		10,000	D	\$ 28.46 <u>(1)</u>
Class A Common Stock	10/09/2012		M		9,700	A	\$ 11.97
Class A Common	10/09/2012		S		9,700	D	\$ 27.99

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Stock					(2)			
Class A Common Stock	10/10/2012		M	16,000	A	\$ 15.91	167,372	D
Class A Common Stock	10/10/2012		S	16,000	D	\$ 27.91	151,372	D
Class A Common Stock							13,741 (4)	I
Class A Common Stock							2,304	I
								By 401(k)
								By Deferred Compensation Plan

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

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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 or Number of Shares
Employee Stock Option (Right to Buy) (5)	\$ 11.97	10/08/2012		M	10,000	(6) 01/13/2013	Class A Common Stock 10,000
Employee Stock Option (Right to Buy) (5)	\$ 11.97	10/09/2012		M	9,700	(6) 01/13/2013	Class A Common Stock 9,700
Employee Stock Option	\$ 15.91	10/10/2012		M	16,000	(7) 10/21/2013	Class A Common Stock 16,000

(Right to Buy) ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOBYLINSKI BRIAN N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051			Exec. VP - Industrial	

Signatures

/s/ Eric Orsic, as Attorney-in-Fact 10/10/2012

**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 price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$28.43 and \$28.49, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (1) to this Form 4.
 - (2) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.75 and \$28.42, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (2) to this Form 4.
 - (3) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.74 and \$28.02, inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in Footnote (3) to this Form 4.
 - (4) Represents the best estimate of the number of share equivalents held by the reporting person in the unitized stock fund of the Actuant 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of Actuant in the fund to other investments.
 - (5) Option granted under the Actuant Corporation 2002 Stock Option Plan.
 - (6) Fifty percent of the option became exercisable on 1/13/2005 and the balance became exercisable on 1/13/2008.
 - (7) Fifty percent of the option became exercisable on 10/21/2005 and the balance became exercisable on 10/21/2008.

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.