ACTUANT CORP Form 4 October 28, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ARZBAECHER ROBERT C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

below)

Issuer

(Last) (First)

N86 W12500 WESTBROOK

(Middle)

ACTUANT CORP [ATU]

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director X_ Officer (give title below)

10% Owner _ Other (specify

10/24/2013

CROSSING

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

6. Individual or Joint/Group Filing(Check

CEO

Applicable Line)

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

Person

MENOMONEE FALLS, WI 53051

(Street)

(City)	(State)	(Zip) 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
C1 A			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(IIIStr. 1)		
Class A Common Stock	10/24/2013		S <u>(1)</u>	15,540	D	\$ 38.32 (2)	463,842	D		
Class A Common Stock	10/24/2013		M	35,519	A	\$ 23.64	499,361	D		
Class A Common Stock	10/24/2013		S <u>(1)</u>	35,519	D	\$ 38.32 (2)	463,842	D		
Class A Common	10/25/2013		S(1)	19,500	D	\$ 37.95	444,342	D		

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Stock					(3)			
Class A Common Stock	10/25/2013	M	44,570	A	\$ 23.64	488,912	D	
Class A Common Stock	10/25/2013	S <u>(1)</u>	44,570	D	\$ 37.95 (3)	444,342	D	
Class A Common Stock	10/28/2013	S <u>(1)</u>	13,229	D	\$ 38.06 (4)	431,113	D	
Class A Common Stock	10/28/2013	M	30,238	A	\$ 23.64	461,351	D	
Class A Common Stock	10/28/2013	S <u>(1)</u>	30,238	D	\$ 38.06 (4)	431,113	D	
Class A Common Stock						60,000	I	By Family Limited Partnerships
Class A Common Stock						36,781 <u>(5)</u>	I	By 401(k)
Class A Common Stock						11,900	I	By IRA
Class A Common Stock						2,200	I	By Family (6)
Class A Common Stock						2,400	I	By Spouse
Class A Common Stock						35,038 (7)	I	By Deferred Compensation

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.

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

SEC 1474

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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. Transactio Code (Instr. 8)			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) (8)	\$ 23.64	10/24/2013		M		35,519	(9)	01/16/2017	Class A Common Stock	35,519
Employee Stock Option (Right to Buy) (8)	\$ 23.64	10/25/2013		M		44,570	<u>(9)</u>	01/16/2017	Class A Common Stock	44,570
Employee Stock Option (Right to Buy) (8)	\$ 23.64	10/28/2013		M		30,238	<u>(9)</u>	01/16/2017	Class A Common Stock	30,328

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ARZBAECHER ROBERT C N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051	X		CEO				

Signatures

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

**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 sales reported on this Form 4 was effected pursuant to a 10b5-1 trading plan.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$38.18 to \$38.40 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

Reporting Owners 3

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footnote (2) to this Form 4.

- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.71 to \$38.16 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.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$37.79 to \$38.20 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 (4) to this Form 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 stock of Actuant in the fund to other investments.
- (6) Owned by daughters.
- (7) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan.
- (8) Option granted under the Actuant Corporation 2002 Stock Option Plan.
- (9) Fifty percent of the option became exercisable on 1/16/2010 and the balance became exercisable on 1/16/2012.

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.