**ACTUANT CORP** Form 4 March 26, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

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if no longer

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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** ARZBAECHER ROBERT C	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	ACTUANT CORP [ATU]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	••			
	(Month/Day/Year)	X Director 10% Owner			
N86 W12500 WESTBROOK CROSSING	03/24/2014	Officer (give title Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MENOMONEE EALLO WILCOCK	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

#### MENOMONEE FALLS, WI 53051

(City)	(State)	(Zip) Ta	ble I - Non	-Derivativ	e Seci	ırities Ac	quired, Disposed	l of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class A Common Stock	03/24/2014		M	29,812	A	\$ 19.2	329,194	D	
Class A Common Stock	03/24/2014		S <u>(1)</u>	29,812	D	\$ 33.48 (2)	299,382	D	
Class A Common Stock	03/24/2014		S <u>(1)</u>	44,729	D	\$ 33.48 (2)	254,653	D	
Class A Common	03/25/2014		M	36,838	A	\$ 19.2	291,491	D	

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Stock								
Class A Common Stock	03/25/2014	S <u>(1)</u>	36,838	D	\$ 33.58 (3)	254,653	D	
Class A Common Stock	03/25/2014	S <u>(1)</u>	55,271	D	\$ 33.58 (3)	199,382	D	
Class A Common Stock						100,000	I	By Family Limited Partnerships
Class A Common Stock						36,781 <u>(4)</u>	I	By 401(k)
Class A Common Stock						11,900	I	By IRA
Class A Common Stock						2,200	I	By Family (5)
Class A Common Stock						2,400	I	By Spouse
Class A Common Stock						35,038 (6)	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 SEC 1474 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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	or Exercise Price of	3A. Deemed Execution Date, if any (Month/Day/Year)	TransactionDerivative I		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Security				(D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

(9-02)

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Employee Stock Option (Right to Buy) (7)	\$ 19.2	03/24/2014	M	29,812	(8)	01/12/2020	Class A Common Stock	29,812
Employee Stock Option (Right to Buy) (7)	\$ 19.2	03/25/2014	М	36,838	(8)	01/12/2020	Class A Common Stock	36,838

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ARZBAECHER ROBERT C N86 W12500 WESTBROOK CROSSING X MENOMONEE FALLS, WI 53051

## **Signatures**

/s/ Eric Orsic, as Attorney-in-Fact 03/26/2014

\*\*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) The sales reported on this Form 4 were 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 \$33.20 to \$34.00 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.
- The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$33.36 to \$33.87 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.
- 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.
- (5) Owned by daughters.
- (6) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan.
- (7) Option granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (8) Fifty percent of the option became exercisable on 1/12/2013 and the balance becomes exercisable on 1/12/2015.

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.

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