ACTUANT CORP Form 4

January 22, 2015

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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Expires:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAMPEREUR ANDREW	2. Issuer Name and Ticker or Trading Symbol ACTUANT CORP [ATU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
	(Month/Day/Year)	Director 10% Owner			
N86 W12500 WESTBROOK CROSSING	01/20/2015	_X_ Officer (give title Other (specify below) Executive Vice President - CFO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
MENOMONEE EALLS WI 52051		Form filed by More than One Reporting			

Person

MENOMONEE FALLS, WI 53051

(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. Transactic Code (Instr. 8)	on(A) or Dis (D)	(Instr. 3, 4 and 5) (A) or		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)
Class A Common Stock	01/20/2015		A	10,281 (1)	A	<u>(2)</u>	268,703	D	
Class A Common Stock							12,641 (3)	I	By 401(k)
Class A Common Stock							737	I	By ESPP
Class A Common							4,675 (4)	I	By Deferred Compensation

Stock

Stock

Class A

Common 2,250 I By Family $\underline{^{(5)}}$

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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) (6)	\$ 22.98	01/20/2015		A	26,159	<u>(7)</u>	01/20/2025	Class A Common Stock	26,159

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LAMPEREUR ANDREW N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051

Executive Vice President - CFO

Signatures

/s/ Eric Orsic, as Attorney-in-Fact 01/22/2015

**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).

Reporting Owners 2

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- (1) Restricted Stock Units granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (2) Not applicable.
 - Represents the best estimate of the number of share equivalents held by the reporting person in the unitized stock fund of the Actuant
- (3) 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.
- (4) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan.
- (5) Shares held by the reporting person's children through custodians.
- (6) Option granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (7) Fifty percent of the option becomes exercisable on 01/20/2018 and the balance becomes exercisable on 01/20/2020.

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.