

AMERICAN GREETINGS CORP

Form 4

August 13, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEISS ZEV

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN GREETINGS CORP
[AM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE AMERICAN ROAD

(Street)

CLEVELAND, OH 44144

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

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

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 B Common Shares	08/09/2013		D		120,058 <u>(1)</u>	D	<u>(1)</u>	0	D
Class B Common Shares	08/09/2013		D		49,931.124 <u>(2)</u>	D	<u>(2)</u>	0	I
Class B Common Shares	08/09/2013		D		449,954 <u>(3)</u>	D	<u>(3)</u>	0	D

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 Date	Title Amount of Number of Shares
Stock Option	\$ 20.51	08/09/2013		D	66,666 (4)	05/03/2007 05/03/2014	Class B Common Shares 66,666
Stock Option	\$ 22.65	08/09/2013		D	100,000 (4)	05/15/2009 05/15/2016	Class B Common Shares 100,000
Stock Option	\$ 24.73	08/09/2013		D	100,000 (4)	05/16/2008 05/16/2015	Class B Common Shares 100,000
Stock Option	\$ 26.34	08/09/2013		D	25,473 (4)	07/05/2007 05/03/2014	Class B Common Shares 25,473
Stock Option	\$ 25.57	08/09/2013		D	100,000 (4)	05/02/2010 05/02/2017	Class B Common Shares 100,000
Stock Option	\$ 7.73	08/09/2013		D	33,000 (4)	05/01/2012 05/01/2019	Class B Common Shares 33,000
Stock Option	\$ 24.69	08/09/2013		D	62,500 (4)	05/01/2013 05/03/2020	Class B Common Shares 62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISS ZEV ONE AMERICAN ROAD CLEVELAND, OH 44144	X	X	Chief Executive Officer	

Signatures

Christopher W. Haffke, Power of Attorney for Zev Weiss

08/13/2013

__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) Disposed of pursuant to the merger agreement among issuer, Century Intermediate Holding Company and Century Merger Company (the "Merger Agreement") for no consideration, including shares underlying restricted stock units or performance share units.
- (2) Disposed of pursuant to the Merger Agreement for no consideration.

On August 11, 2006, the Reporting Person acquired membership interests in the Irving I. Stone Limited Liability Company (the "LLC") representing 24.5% of the equity in the LLC. As a result of such acquisition, the Reporting Person may have been deemed to have an indirect beneficial ownership interest in 445,454 of the 1,818,182 Class B common shares owned by the LLC. Pursuant to the
- (3) consummation of the transactions contemplated by the Merger Agreement, the LLC was dissolved immediately prior to the closing of the merger, and the Class B common shares held by it were distributed to certain of the equity holders of the LLC in accordance with the plan of dissolution of the LLC. As a result, on August 9, 2013, the reporting person received from the LLC a distribution of 449,954 Class B common shares. Immediately thereafter, those shares were disposed of pursuant to the Merger Agreement for no consideration.
- (4) Cancelled pursuant to the Merger Agreement for no consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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