

MICHAEL BAKER CORP  
Form 4  
October 15, 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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BONTEMPO ROBERT N**

(Last) (First) (Middle)

100 AIRSIDE DRIVE

(Street)

MOON TOWNSHIP, PA 15108

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**MICHAEL BAKER CORP [BKR]**

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

10/11/2013

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/11/2013		U		29,500	D \$ 40.5	0	D	

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  
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SEC 1474  
(9-02)

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

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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. 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)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 12.625	10/11/2013		D		2,000		10/23/2004	04/23/2014	Common Stock	2,000
Stock Option (right to buy)	\$ 20.16	10/11/2013		D		2,000		10/22/2005	04/22/2015	Common Stock	2,000
Stock Option (right to buy)	\$ 20.28	10/11/2013		D		2,000		05/30/2007	11/30/2016	Common Stock	2,000
Stock Option (right to buy)	\$ 26.86	10/11/2013		D		2,000		10/20/2007	04/20/2017	Common Stock	2,000
Stock Option (right to buy)	\$ 37.525	10/11/2013		D		2,000		03/10/2009	09/10/2018	Common Stock	2,000
Stock Option (right to buy)	\$ 40.455	10/11/2013		D		2,000		11/29/2009	05/29/2019	Common Stock	2,000
Stock Option (right to buy)	\$ 37.225	10/11/2013		D		2,000		11/27/2010	05/27/2020	Common Stock	2,000
Stock Option (right to buy)	\$ 25.18	10/11/2013		D		2,000		11/26/2011	05/26/2021	Common Stock	2,000
Stock Option	\$ 22.95	10/11/2013		D		2,000		12/01/2012	05/31/2022	Common Stock	2,000

(right to  
buy)

Stock

Option  
(right to  
buy)

\$ 27.06

10/11/2013

D

2,000

(1)

07/01/2023

Common  
Stock

2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONTEMPO ROBERT N 100 AIRSIDE DRIVE MOON TOWNSHIP, PA 15108	X			

## Signatures

/s/Bontempo,  
Robert N.

10/14/2013

\*\*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) Stock Options became exerciseable as to all of the shares upon effectiveness of the merger of Michael Baker Corporation with and into CDL Acquisition Co. Inc. on October 11, 2013.

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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