## Edgar Filing: SunOpta Inc. - Form 4

SunOpta In Form 4	с.									
May 26, 20	16									
FORM	ЛД								PPROVAL	
Washington, D.C. 20549									er: 3235-0287	
Check t if no lot subject Section Form 4	nger to <b>STATEN</b> 16.	MENT O	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per				
Form 5 obligati may con <i>See</i> Inst 1(b).	ons Section 17	(a) of the l	Public U	Itility Ho	lding Co		nge Act of 1934, a of 1935 or Section 1940	on		
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> Barnett Jill			Symbol	er Name <b>an</b>		r Trading	5. Relationship of Reporting Person(s) to Issuer			
			•	ta Inc. [S'	_		(Check all applicable)			
(Last) (First) (Middle) SUNOPTA INC.,, 7301 OHMS LANE			3. Date of Earliest Transaction (Month/Day/Year) 05/24/2016				Director 10% Owner X_ Officer (give title Other (specify below) below) VP, General Counsel, Secretary			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
EDINA, M	IN 55439						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivativ	e Securities A	Acquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	Disposed	l (A) or l of (D)	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		(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ov	uned directly	or indirectly.			
					infor requ	mation con ired to resp	spond to the colle tained in this form ond unless the for ptly valid OMB co	are not rm	SEC 1474 (9-02)	

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	of Underlying
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Instr. 3 and 4)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 3.27	05/24/2016		A		22,165		<u>(1)</u>	05/23/2026	common stock	22,165

## **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships						
	Director	10% Owner	Officer	Other				
Barnett Jill SUNOPTA INC., 7301 OHMS LANE EDINA, MN 55439			VP, General Counsel, Secretary					
Signatures								
/s/Jill Barnett	05/26/2016							
<u>**</u> 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 option vests in three equal annual installments beginning on May 24, 2017.

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.