

PPG INDUSTRIES INC
Form 4
February 17, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KNAVISH TIMOTHY M

(Last) (First) (Middle)

PPG INDUSTRIES, INC., ONE PPG PLACE

(Street)

PITTSBURGH, PA 15272

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2017

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)

Sr. VP, Automotive Coatings

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	02/15/2017		A ⁽¹⁾		299	A	\$ 0 ⁽¹⁾
Common Stock	02/15/2017		F		114	D	\$ 101.5
Common Stock					4,587.313 ⁽²⁾	I	

By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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	Title Amount or Number of Shares
Employee Stock Options ⁽³⁾	\$ 101.5	02/15/2017		A	11,032	02/15/2020 02/14/2027	Common Stock 11,032
Phantom Stock Units ⁽⁴⁾	<u>(5)</u>	02/15/2017		A	2,085	<u>(6)</u> <u>(6)</u>	Common Stock 2,085

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNAVISH TIMOTHY M PPG INDUSTRIES, INC. ONE PPG PLACE PITTSBURGH, PA 15272			Sr. VP, Automotive Coatings	

Signatures

/s/ Greg E. Gordon, Attorney-in-Fact for Timothy M. Knavish 02/17/2017

**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) Settlement of 2014 total shareholder return contingent shares award.
- (2) Total amount of shares held for the reporting person's account in the PPG Industries Employee Savings Plan as of February 15, 2017.
- (3) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive Plan.
- (4) Upon the settlement of the 2014 restricted stock unit performance award, the reporting person deferred the receipt of 2,085 shares of common stock and received instead 2,085 phantom stock units pursuant to the PPG Industries, Inc. Deferred Compensation Plan.
- (5) The security converts to common stock on a one-for-one basis.
- (6) After termination of employment with PPG.

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(7) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan.

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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