

PPG INDUSTRIES INC
Form 4
April 21, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FARACI JOHN V

(Last) (First) (Middle)

C/O INTERNATIONAL PAPER COMPANY, 281 TRESSER BLVD STE 1200 -2 STAMFORD PL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

3. Date of Earliest Transaction
(Month/Day/Year)
04/19/2017

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

(Street)

STAMFORD, CT 06901

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

(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. 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (1) | 04/19/2017 | M | | | 1,214 | (1) | (1) | Common Stock | 1,214 |
| Phantom Stock Units | (2) | 04/19/2017 | M | | | 1,214 | (3) | (3) | Common Stock | 1,214 |
| Restricted Stock Units | (5) | 04/20/2017 | A | | | 1,274 | (6) | (6) | Common Stock | 1,274 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FARACI JOHN V C/O INTERNATIONAL PAPER COMPANY 281 TRESSER BLVD STE 1200 -2 STAMFORD PL STAMFORD, CT 06901 | X | | | |

Signatures

/s/ Greg E. Gordon, Attorney-in-Fact for John V. Faraci

04/21/2017

**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) Upon the vesting of restricted stock units on April 19, 2017, which were granted to the reporting person on April 21, 2016, the reporting person deferred the receipt of 1,214 shares of common stock and received instead 1,214 shares of phantom stock pursuant to the PPG Industries, Inc. Deferred Compensation Plan for Directors. As a result, the reporting person is reporting the conversion of restricted stock units relating to 1,214 shares of common stock in exchange for an equal number of shares in phantom stock.
- (2) The security converts to common stock on a one-for-one basis.
- (3) After termination of service as a Director of PPG Industries, Inc.
- (4) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan for Directors.
- (5) Each restricted stock unit represents a contingent right to receive one share of PPG Common Stock.
- (6) The restricted stock units vest on April 18, 2018.

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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