

Rohrbaugh Philmer H
 Form 4
 April 04, 2018

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Rohrbaugh Philmer H

2. Issuer Name and Ticker or Trading Symbol
 FULTON FINANCIAL CORP
 [FULT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2018

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

C/O FULTON FINANCIAL CORPORATION, P.O. BOX 4887, ONE PENN SQUARE

(Street)

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

LANCASTER, PA 17604

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$2.50 par value common stock | 03/08/2018 | | J | V | 107.3006 ⁽¹⁾ | A | \$ 16.13 |
| \$2.50 par value Common Stock | 04/01/2018 | | M | | 23,702.8629 | A | \$ 0 |
| \$2.50 par value | 04/01/2018 | | F | | 8,649.8629 | D | \$ 17.75 |
| | | | | | | | 74,824.063 ⁽²⁾ ⁽³⁾ |
| | | | | | | | 98,526.926 |
| | | | | | | | 89,877.0631 |

Common
Stock

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 required to respond unless the form displays a currently valid OMB control number.

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 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Performance Stock Units | (4) | 04/01/2018 | | M | 23,702.8629 | (5) | (5) | \$2.50 par value Common Stock | 23,702.8629 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rohrbaugh Philmer H
C/O FULTON FINANCIAL CORPORATION
P.O. BOX 4887, ONE PENN SQUARE
LANCASTER, PA 17604

SEVP

Signatures

John R. Merva,
Attorney-in-Fact 04/04/2018

__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) Purchase made with cash in the Employee Stock Purchase Plan.
- (2) Includes .001085 shares acquired on January 22, 2018 pursuant to dividend reinvestment.
- (3) Includes 47,441.7932 shares held jointly with spouse.
- (4) Each performance-based restricted stock unit represents a contingent right to receive one share of Fulton Financial Corporation's common stock.

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- (5) This reflects the earning and vesting of certain performance-based restricted stock units, including accrued dividends, as of April 1, 2018 when the HR Committee certified as to the achievement of the performance goals. These performance-based restricted stock units were originally granted on April 1, 2015, and were earned and vested based upon the achievement of return on assets, relative total shareholder return and net income goals during the performance periods specified at the time of grant.

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.