Engelhardt Tracey G
Form 4
February 19, 2019

# FORM 4

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

**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

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|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Engelhardt Tracey G

(Last) (First) (Middle)

3680 VICTORIA STREET N

(Street)

SHOREVIEW, MN 55126

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DELUXE CORP [DLX]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Direct-to-Consumer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/15/2019 | | F[(1)] | | 451 | D | $ 49.8 | 12,464.59 | D | |

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 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 ( |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | $ 0 [(2)] | | | | | | | [(2)] | 01/19/2020 | Common Stock | 715 | |
| Restricted Stock Units | $ 0 [(3)] | | | | | | | [(3)] | 01/22/2021 | Common Stock | 1,845 | |
| Common Stock Option | $ 38.8 | | | | | | | 02/20/2014[(4)] | 02/20/2020 | Common Stock | 6,800 | |
| Common Stock Option | $ 50.32 | | | | | | | 02/27/2015[(4)] | 02/27/2021 | Common Stock | 3,866 | |
| Common Stock Option | $ 67.08 | | | | | | | 02/12/2016[(4)] | 02/12/2022 | Common Stock | 3,208 | |
| Common Stock Option | $ 54.3 | | | | | | | 02/17/2017[(4)] | 02/17/2023 | Common Stock | 6,362 | |
| Common Stock Option | $ 75.61 | | | | | | | 02/23/2018[(4)] | 02/23/2024 | Common Stock | 3,885 | |
| Common Stock Option | $ 73.21 | | | | | | | 02/21/2019[(4)] | 02/21/2025 | Common Stock | 4,793 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Engelhardt Tracey G<br>3680 VICTORIA STREET N | | | SVP, Direct-to-Consumer | |

SHOREVIEW, MN 55126

# Signatures

Jeffrey L. Cotter as Power of Attorney for Tracey G. Engelhardt — 02/19/2019

**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)** Transaction reflects withholding of shares to satisfy tax liabilities associated with vesting of restricted stock. Total ownership includes 1,554 shares of restricted stock.

**(2)** Restricted Stock Units were awarded on 1/19/18 under the Company's Long-Term Incentive Plan. The units will vest and be converted into common stock on the second anniversary of the date of grant if, subject to certain exceptions, the holder remains in the employ of the Company through such date. Award results from an advance election by executive to receive a portion of their 2017 annual incentive compensation in restricted stock units in lieu of cash.

**(3)** Restricted Stock Units were awarded on 1/22/19 under the Company's Long-Term Incentive Plan. The units will vest and be converted into common stock on the second anniversary of the date of grant if, subject to certain exceptions, the holder remains in the employ of the Company through such date. Award results from an advance election by executive to receive a portion of their 2018 annual incentive compensation in restricted stock units in lieu of cash.

**(4)** Options vest in three equal installments on the three succeeding anniversary dates of grant, provided the holder remains in the employ of the Company. Date entered reflects date on which first installment vests(ed).

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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