

AXIALL CORP/DE/  
Form 4  
February 20, 2013

# 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 \*  
THOMPSON GREGORY C

(Last) (First) (Middle)

115 PERIMETER CENTER  
PLACE, SUITE 460

(Street)

ATLANTA, GA 30346

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/19/2013

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)

Chief Financial Officer

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 or Price (\$)  |  |   |
| AXLL Common Stock               | 02/19/2013                           |  | S                              |   | 32,700 D 60.63 <u>(1)</u>   | 114,364  | D   |
| AXLL Common Stock               | 02/19/2013                           |  | S                              |   | 3,500 D \$ 59.52  | 110,864  | D   |
| AXLL Common Stock               | 02/19/2013                           |  | S                              |   | 2,200 D \$ 59.68  | 108,664 <u>(2)</u>                                       | D   |
| AXLL Common                     |                                      |  |                                |   |   | 563  | I By 401(k)   |

Stock

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| THOMPSON GREGORY C<br>115 PERIMETER CENTER PLACE, SUITE 460<br>ATLANTA, GA 30346 |               |           | Chief Financial Officer |       |

## Signatures

Gregory C. Thompson 02/20/2013

\*\*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) This price is a weighted average price. These 32,700 shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.95. These securities are vested shares of Axiall Corporation common stock. Additional shares of Axiall Corporation common stock may be issued to the reporting person upon the vesting of performance restricted stock units that have been granted to him by Axiall Corporation.
- (2) The actual, aggregate number of shares that may be issued to the reporting person upon the vestings of the performance restricted stock units ranges from 0 to 66,949 shares, with 44,633 shares being issued at the "target" level, and depends solely on the price performance of the Company's common stock.

## Edgar Filing: AXIALL CORP/DE/ - Form 4

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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