

Shaffer David M
Form 4
January 02, 2019

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 *
Shaffer David M

2. Issuer Name and Ticker or Trading Symbol
EnerSys [ENS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2366 BERNVILLE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2018

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

READING, PA 19605
(City) (State) (Zip)

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

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 or Price | | |
| Common Stock | 12/28/2018 | | A | | 32.6637 (1) | A | \$ 0 169,120.9341 D |
| Common Stock | 12/28/2018 | | A | | 17.3683 (2) | A | \$ 0 169,138.3025 D |
| Common Stock | 12/28/2018 | | A | | 56.5471 (3) | A | \$ 0 169,194.8496 D |
| Common Stock | 12/28/2018 | | A | | 20.5032 (4) | A | \$ 0 169,215.3528 D |
| Common Stock | 12/28/2018 | | A | | 42.9903 (5) | A | \$ 0 169,258.3432 D |
| | 12/28/2018 | | A | | | A | \$ 0 169,288.9842 D |

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| | | | | | | | | |
|--------------|------------|--|---|----------------|---|------|--------------|---|
| Common Stock | | | | 30.641 (6) | | | | |
| Common Stock | 12/28/2018 | | A | 26.7116 (7) | A | \$ 0 | 169,315.6958 | D |
| Common Stock | 12/28/2018 | | A | 33.6353 (8) | A | \$ 0 | 169,349.3311 | D |

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 Owned Following Reporting 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 |
| Shaffer David M 2366 BERNVILLE ROAD READING, PA 19605 | X | | President & CEO | |

Signatures

Karen J. Yodis, by Power of Attorney
01/02/2019

__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) These shares were granted in the form of Market Share Units ("MSUs"), in connection with the cash dividend paid on December 28, 2018 to stockholders of record as of December 14, 2018 (the "Dividend"), with respect to 16,517 MSUs granted to the reporting person on May 12, 2015, and adjusted for vesting on May 12, 2018 and previously declared and paid cash dividends. These MSUs will be payable concurrently with the underlying MSUs.

(2) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 7,378 unvested RSUs granted to the reporting person on May 16, 2016, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

(3) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 24,021 PSUs granted to the reporting person on May 16, 2016, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

(4) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 8,795 unvested RSUs granted to the reporting person on May 9, 2017, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

(5) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 18,441 PSUs granted to the reporting person on May 9, 2017, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

(6) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 13,303 RSUs granted to the reporting person on August 13, 2018, and adjusted for a previously declared and paid cash dividend. These RSUs will vest and are payable concurrent with the underlying RSUs.

(7) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 11,597 PSUs granted to the reporting person on August 13, 2018, and adjusted for a previously declared and paid cash dividend. These PSUs will vest and are payable concurrent with the underlying PSUs.

(8) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 14,603 PSUs granted to the reporting person on August 13, 2018, and adjusted for a previously declared and paid cash dividend. These PSUs will vest and are payable concurrent with the underlying PSUs.

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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