

Gordon Charles R.
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gordon Charles R.

(Last) (First) (Middle)

17988 EDISON AVE.

(Street)

CHESTERFIELD, MO 63005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Aegion Corp [AEGN]

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

02/24/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock <u>(1)</u>	02/24/2019		F		18,509	D \$ 20.7	359,443	D	
Common Stock							5,455	I	Individual Retirement Account
Deferred Stock Units <u>(2)</u>							6,413	D	

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**

SEC 1474
(9-02)

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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
Gordon Charles R. 17988 EDISON AVE. CHESTERFIELD, MO 63005	X		President & CEO	

Signatures

/s/ Mark A. Menghini, as Attorney-in-Fact for Charles R.
Gordon 02/26/2019

____ 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) In connection with the vesting of the reporting person's February 24, 2016 restricted stock unit award (38,377 shares issued), the reporting person surrendered 18,509 shares of the issuer's Class A common stock, \$0.01 par value per share ("Common Stock"), to the issuer for payment of tax liabilities.

(2) Each deferred stock unit ("DSU") represents the issuer's obligation to transfer one share of Common Stock in accordance with the terms of the deferred stock unit agreement pursuant to which the DSUs were granted. The DSUs were granted under the issuer's Non-Employee Director Equity Plan, and are immediately vested upon grant. Promptly following termination of the reporting person's service on the issuer's Board of Directors or, at the reporting person's election of a specified distribution date, the issuer will distribute to the reporting person shares of Common Stock equal to the number of DSUs reflected in the reporting person's account at such time.

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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