

Myers Burton F. II
Form 4
November 07, 2018

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 *
Myers Burton F. II

2. Issuer Name and Ticker or Trading Symbol
WSI INDUSTRIES, INC. [WSCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
222 SOUTH NINTH STREET,
SUITE 3050

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2018

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

(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

MINNEAPOLIS, MN 55402

(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					0	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)

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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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 6.13	11/07/2018		D		2,000	<u>(1)</u>	12/18/2018	12/18/2018	Common Stock	2,000
Stock Option (Right-to-Buy)	\$ 6.16	11/07/2018		D		2,000	<u>(1)</u>	12/18/2019	12/18/2019	Common Stock	2,000
Stock Option (Right-to-Buy)	\$ 4.37	11/07/2018		D		2,000	<u>(1)</u>	12/21/2020	12/21/2020	Common Stock	2,000
Stock Option (Right-to-Buy)	\$ 3	11/07/2018		D		2,000	<u>(1)</u>	12/22/2021	12/22/2021	Common Stock	2,000
Stock Option (Right-to-Buy)	\$ 4.48	11/07/2018		D		2,000	<u>(1)</u>	12/20/2022	12/20/2022	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Myers Burton F. II 222 SOUTH NINTH STREET, SUITE 3050 MINNEAPOLIS, MN 55402	X			

Signatures

Suzette McNally, Attorney-in-Fact for Burton F. Myers II 11/07/2018

__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) Fully vested.
- (2) Pursuant to previously announced Agreement and Plan of Merger, dated September 5, 2018, by and among Polaris Industries Inc., Iceman Merger Sub, Inc. and WSI Industries, Inc., each outstanding option was cancelled in exchange for a cash payment in an amount equal to the excess, if any, of \$7.00 over the share exercise price of such option multiplied by the number of shares of common stock subject to such option.

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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