Gruenhagen Greg Form 4 March 05, 2018

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

(Print or Type Responses)

C/O INTRICON

ROAD

(City)

1. Name and Address of Reporting Person * Gruenhagen Greg

Symbol

INTRICON CORP [IIN]

(First) (Middle) (Last)

CORPORATION, 1260 RED FOX

(Street)

(State)

ARDEN HILLS, MN 55112

2. Issuer Name and Ticker or Trading

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

03/01/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

VP, Corp. Qlty. & Reg. Affairs

10% Owner Other (specify

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

4. Securities 3. TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

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January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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 Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of **TransactionDerivative**

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	ired (A) sposed of . 3, 4,		(Instr. 3 and	4)
				Code V	7 (A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 7.05	03/01/2018		A	12,000	<u>(1)</u>	07/25/2027	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gruenhagen Greg C/O INTRICON CORPORATION 1260 RED FOX ROAD ARDEN HILLS, MN 55112

VP, Corp. Qlty. & Reg. Affairs

Signatures

/s/ Scott Longval, attorney-in-fact 03/05/2018

**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).

On July 26, 2017, the reporting person was granted an option to purchase 12,000 shares of common stock at the closing price of the common stock on that date. The option vests and becomes exercisable (which may be in whole or in part): (i) based on the Company's and the reporting person's satisfaction of certain performance criteria, as determined by the Compensation Committee, and (ii) in three equal annual installments beginning one year from the date that the conditions described in clause (i) are satisfied, or earlier upon the death, disability or retirement of the recipient or a change of control of the Company (as provided in the 2015 Equity Incentive Plan).

On March 1, 2018, the Compensation Committee determined the extent to which the performance criteria were met.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2