

CUMMINS INC
Form 4
August 24, 2016

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 *
Freeland Richard Joseph

(Last) (First) (Middle)
500 JACKSON STREET
(Street)

COLUMBUS, IN 47201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CUMMINS INC [CMI]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2016

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 & COO

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)
Common	08/22/2016		G ⁽¹⁾	V 8,000 D \$ 0	17,206	I	By Trust
Common	08/22/2016		G ⁽¹⁾	V 8,000 A \$ 0	8,000	I	By GRAT #1
Common					5,808	D	
Common					2,611.45 ⁽²⁾	I	By 401(k) Plan

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 58.115					03/01/2012	03/01/2020	Common	10,900
Stock Option (Right-to-Buy)	\$ 19.42					03/02/2011	03/02/2019	Common	3,650
Stock Option (Right-to-Buy)	\$ 120.28					04/02/2014	04/02/2022	Common	11,030
Stock Option (Right-to-Buy)	\$ 111.84					04/02/2015	04/02/2023	Common	16,450
Stock Option (Right-to-Buy)	\$ 149.34					04/02/2017	04/02/2024	Common	12,290
Stock Option (Right-to-Buy)	\$ 136.82					04/02/2018	04/02/2025	Common	22,340
Stock Option (Right-to-Buy)	\$ 109.09					04/04/2019	04/04/2026	Common	48,500
Stock Option (Right-to-Buy)	\$ 119.77					05/02/2013	05/02/2021	Common	8,150
Stock Option (Right-to-Buy)	\$ 154.2					07/16/2017	07/16/2024	Common	1,960

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freeland Richard Joseph 500 JACKSON STREET COLUMBUS, IN 47201			President & COO	

Signatures

/s/ Mark Sifferlen,
Attorney-In-Fact

08/24/2016

__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) Gift of shares from the reporting person's revocable trust to the Grantor Retained Annuity Trust #1, of which the reporting person is the sole trustee.

The number of shares is based on the dollar value of the reporting person's interest in the Cummins Stock Fund under the Company's

- (2) 401(k) plan as most recently provided by the plan. The actual number of shares underlying the interest is not known since the Cummins Stock Fund is a unitized account consisting of approximately 98% common stock and 2% cash or cash equivalents.

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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