ACTUANT CORP Form 4 January 22, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

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 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

C/O ACTUANT

1. Name and Address of Reporting Person * Roundhouse Roger

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

ACTUANT CORP [ATU]

3. Date of Earliest Transaction

(Month/Day/Year) 01/20/2015

Director 10% Owner X_ Officer (give title _ Other (specify

(Check all applicable)

below)

Exec VP Engd Solutions Segment

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

CORPORATION, N86 W 12500 WESTBROOK CROSSING

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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

MENOMONEE FALLS, WI 53051

(State)

		Table	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiently Owned							
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	de Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
				(A)			Reported			
							Transaction(s)			
			Code V	A 4	or	D.::	(Instr. 3 and 4)			
G1 4			Code V	Amount	(D)	Price				
Class A				6,473						
Common	01/20/2015		A	(1)	A	<u>(2)</u>	9,420	D		
Stock				(1)						

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Employee Stock Option (Right to Buy) (3)	\$ 22.98	01/20/2015		A	16,471	<u>(4)</u>	01/20/2025	Class A Common Stock	16,471

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Roundhouse Roger C/O ACTUANT CORPORATION N86 W 12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051

Exec VP Engd Solutions Segment

Signatures

/s/ Eric Orsic, Attorney-in-Fact 01/22/2015

**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) Restricted Stock Units granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (2) Not applicable.
- (3) Option granted under the Actuant Corporation 2009 Omnibus Incentive Plan.
- (4) Fifty percent of the option becomes exercisable on 01/20/2018 and the balance becomes exercisable on 01/20/2020.

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.

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