

MCANDREW MICHAEL

Form 4

November 12, 2010

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 *
MCANDREW MICHAEL

(Last) (First) (Middle)

1000 PARK DRIVE

(Street)

LAWRENCE, PA 15055

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BLACK BOX CORP [BBOX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)
Exec VP, CFO, Sec'y and Treas.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Stock, \$.001 par value	05/26/2010		F	394	D \$ 29.25	11,607 ⁽¹⁾	D
Common Stock, \$.001 par value	11/09/2010		M	7,500	A \$ 28.71	19,107 ⁽¹⁾	D
Common Stock, \$.001 par value	11/09/2010		S	7,500	D \$ 36.1543 ⁽²⁾	11,607 ⁽¹⁾	D

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

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(9-02)

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. Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 28.71	11/09/2010		M	7,500	<u>(3)</u> 05/27/2018	Common Stock, \$.001 par value	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCANDREW MICHAEL 1000 PARK DRIVE LAWRENCE, PA 15055			Exec VP, CFO, Sec'y and Treas.	

Signatures

/s/ Michael
McAndrew 11/11/2010

**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) This number includes two grants of restricted stock units awarded under the Black Box Corporation 2008 Long-Term Incentive Plan. The first grant includes 2,667 restricted stock units which remain unvested. 1/2 of these restricted stock units will vest on 5/26/2011 and the remaining 1/2 will vest on 5/26/2012. The second grant includes 8,000 restricted stock units. 1/3 of these restricted stock units will vest on 5/11/2011, 1/3 on 5/11/2012 and 1/3 on 5/11/2013.

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- This is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 to \$36.41, inclusive. The reporting person undertakes to provide to Black Box Corporation, any security holder of Black Box Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2)
 - (3) 1/3 of the options are exercisable on the 1st anniversary of the date of grant, 1/3 on the 2nd anniversary of the date of grant and 1/3 on the 3rd anniversary of the date of grant. Grant date is 10 years prior to the expiration date.
 - (4) Granted under the 1992 Stock Option Plan.

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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