

Tronsberg-Deihle Louann E
Form 4
March 06, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Tronsberg-Deihle Louann E

(Last) (First) (Middle)
436 SEVENTH AVENUE
(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Koppers Holdings Inc. [KOP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2018

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 below) ___ Other (specify below)
Treasurer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/02/2018		A	1,064 A \$ 0	14,644.3512	D	
Common Stock	03/02/2018		M	243 A \$ 0 (1)	14,887.3512	D	
Common Stock	03/02/2018		A	11,760 A (2) \$ 0	26,647.3512	D	
Common Stock	03/02/2018		F	5,429 D (3) \$ 41.6 (4)	21,218.3512	D	

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

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Represents previously granted performance share units for which the performance criteria for the three-year performance period of 2015 through 2017 have been satisfied.

- (3) Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of time-based and performance-based restricted stock units.
Includes 75 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase Plan ("ESPP") as of December 29, 2017, the date of the latest available statement of the reporting person's ESPP Holdings. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- (5) The reporting person was granted stock options on March 2, 2018, which will vest in four equal annual installments, with the first installment vesting on March 2, 2019.
- (6) On March 3, 2017, the reporting person was granted restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

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.