

PARKER HANNIFIN CORP
Form 4
November 14, 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 *
MAXWELL MARTIN C

(Last) (First) (Middle)

PARKER-HANNIFIN CORPORATION, 6035 PARKLAND BOULEVARD

(Street)

CLEVELAND, OH 44124-4141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PARKER HANNIFIN CORP [PH]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2016

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)
VP - CTIO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | | | | (A) or (D) | Price | | Parker Retirement Savings Plan |
| Common Stock | 11/10/2016 | | M | 6,064 A | \$ 126.04 | 37,832 | D |
| Common Stock | 11/10/2016 | | M | 7,318 A | \$ 119.69 | 45,150 | D |
| Common Stock | 11/10/2016 | | M | 7,136 A | \$ 100.01 | 52,286 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|--------------------------|--------|---|
| Common Stock | 11/10/2016 | F | 18,807 | D | \$ 135.9 | 33,479 | D |
| Common Stock | 11/10/2016 | S | 1,711 | D | \$ <u>(1)</u> 136.137 | 31,768 | D |
| Common Stock | 11/10/2016 | S | 9,800 | D | \$ <u>(2)</u> 136.22 | 21,968 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Appreciation Right | \$ 126.04 | 11/10/2016 | | M | 6,064 | 05/13/2015 08/12/2018 | Common Stock | 6,064 |
| Stock Appreciation Right | \$ 119.69 | 11/10/2016 | | M | 7,318 | 12/10/2014 08/14/2017 | Common Stock | 7,318 |
| Stock Appreciation Right | \$ 100.01 | 11/10/2016 | | M | 7,136 | 05/17/2014 08/11/2019 | Common Stock | 7,136 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| MAXWELL MARTIN C PARKER-HANNIFIN CORPORATION 6035 PARKLAND BOULEVARD | | | VP - CTIO | |

CLEVELAND, OH 44124-4141

Signatures

Rhoda M. Minichillo,
Attorney-in-Fact

11/14/2016

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from 136.100 to 136.166, inclusive. The reporting person undertakes to provide to Parker Hannifin Corporation, any security holder of Parker Hannifin 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 ranges set forth in Footnote 1 to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from 136.200 to 136.220, inclusive. The reporting person undertakes to provide to Parker Hannifin Corporation, any security holder of Parker Hannifin 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 ranges set forth in Footnote 2 to this Form 4.

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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