

McDonnell Michael T
Form 4
June 06, 2018

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 *
McDonnell Michael T

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAL CABLE CORP /DE/
[BGC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

4 TESSENEER DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

HIGHLAND
HEIGHTS, KY 41076-9753

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock	06/06/2018		D	Amount 377,604 (1)	(A) or (D) Price \$ 30 (1)	0	D

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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. 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Share
Performance Stock Unit	\$ 0	06/06/2018		D	232,887	(2) (2)	Common Stock 232,
Performance Stock Unit	\$ 0	06/06/2018		D	115,729	(3) (3)	Common Stock 115,
Employee Stock Option (right to buy)	\$ 19.65	06/06/2018		D	352,087	(4) 07/01/2025	Common Stock 352,
Employee Stock Option (right to buy)	\$ 16.8	06/06/2018		D	94,580	(5) 02/10/2027	Common Stock 94,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDonnell Michael T 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076-9753	X		President and CEO	

Signatures

/s/ Mary E. Talbott, as Attorney-In-Fact for Michael McDonnell 06/06/2018

__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) Pursuant to the merger agreement by and among Prysmian S.p.A., Alisea Corp., and General Cable, dated as of December 3, 2017, ("Merger Agreement"): (i) 267,465 shares of common stock were cancelled and converted into the right to receive \$30.00 per share in cash without interest, and (ii) 110,139 restricted stock units ("RSUs") were each cancelled and converted into an award (a "Converted RSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such RSU multiplied by \$30.00. Each Converted RSU is subject to the same terms and conditions that were applicable to such RSU immediately prior to the effective time, provided that the Converted RSU will vest on the earlier of (A) the originally scheduled vesting date and (B) the date that is six months after the completion of the merger, subject to continued service through such time (or upon such officer's earlier qualifying termination of employment).
- (2) This performance stock unit ("PSU") was granted on February 11, 2016 with a three-year performance period commencing as of January 1, 2016. Pursuant to the Merger Agreement, each outstanding PSU granted in 2016 was cancelled and converted into an award (a "2016 Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on actual performance) multiplied by \$30.00. Each 2016 Converted PSU is subject to the same terms and

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conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

- (3) This PSU was granted on February 22, 2017 with a three-year performance period commencing as of January 1, 2017. Pursuant to the Merger Agreement, each outstanding PSU granted in 2017 was cancelled and converted into an award (a "2017 Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on target performance) multiplied by \$30.00. Each 2017 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

- (4) This option, which was granted on July 1, 2015, provided for vesting in three equal annual installments beginning on July 1, 2016. Pursuant to the Merger Agreement, each outstanding stock option was cancelled and converted into the right to receive (without interest) an amount in cash equal to the excess of \$30.00 over the exercise price per share of common stock subject to such stock option.

- (5) This option, which was granted on February 10, 2017, provided for vesting in three equal annual installments beginning on February 10, 2018. Pursuant to the Merger Agreement, each outstanding stock option was cancelled and converted into the right to receive (without interest) an amount in cash equal to the excess of \$30.00 over the exercise price per share of common stock subject to such stock option.

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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