UNISYS CORP Form 4 February 14, 2017

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 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(b).

(Last)

1. Name and Address of Reporting Person * **BATTERSBY SCOTT A**

> (First) (Middle)

UNISYS CORPORATION, 801 LAKEVIEW DRIVE, SUITE 100

(Street)

2. Issuer Name and Ticker or Trading Symbol

UNISYS CORP [UIS]

3. Date of Earliest Transaction (Month/Day/Year) 02/10/2017

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

OMB APPROVAL

OMB Number:

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January 31, 2005

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Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director _X__ Officer (give title . below)

10% Owner Other (specify

Vice President and 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

BLUE BELL, PA 19422

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|-------|--|--|---|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | | Price | (Instr. 3 and 4) | | |
| Common Stock | 02/10/2017 | | M | 960 | A | \$0 | 7,273.6 | D | |
| Common Stock | 02/10/2017 | | M | 1,001 | A | \$ 0 | 8,274.6 | D | |
| Common Stock | 02/10/2017 | | M | 263 | A | \$ 0 | 8,537.6 | D | |
| Common Stock | 02/10/2017 | | F | 353 | D | \$ 14.15 | 8,184.6 | D | |
| Common Stock | 02/10/2017 | | F | 368 | D | \$ 14.15 | 7,816.6 | D | |

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D \$ 7,720.6 Common 02/10/2017 D Stock

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 out 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. Pr Deriv Secu (Instr |
|---|---|---|---|---|--|--|--------------------|---|--|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | (1) | 02/10/2017 | | M | 1,001 | (2) | (2) | Common Stock | 960 | \$ |
| Restricted Stock | (3) | 02/10/2017 | | M | 1,001 | <u>(4)</u> | <u>(4)</u> | Common Stock | 1,001 | \$ |
| Restricted Stock Units | <u>(5)</u> | 02/10/2017 | | M | 263 | <u>(6)</u> | <u>(6)</u> | Common Stock | 263 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|------------------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| BATTERSBY SCOTT A UNISYS CORPORATION 801 LAKEVIEW DRIVE, SUITE 100 BLUE BELL, PA 19422 | | | Vice President and Treasurer | | | | |

Signatures

John M. Armbruster, attorney-in-fact for Scott Battersby

**Signature of Reporting Person

2 Reporting Owners

02/14/2017

Date

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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) Each restricted stock unit represents a contingent right to receive 0.959 shares of Unisys Corporation common stock.
 - Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys
- (2) Corporation achieves a performance goal relating to operation profit for that year in 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019. This report only relates to the PB-RSUs the reporting person earned based on the 2016 performance goal. All shares resulting from such earned PB-RSUs vested on February 11, 2017.
- (3) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (4) Time-based restricted stock units granted under the terms of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 11, 2017.
- (5) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (6) Time-based restricted stock units granted under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three annual installments beginning February 12,2015.

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.