

McGrail Thomas F. III
 Form 4
 May 30, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 McGrail Thomas F. III

(Last) (First) (Middle)
 C/O HARDINGE INC., ONE
 HARDINGE DRIVE
 (Street)

ELMIRA, NY 14903

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HARDINGE INC [HDNG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/25/2018

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)
 Vice President Global Ops.

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.4	05/25/2018		D			12,500		<u>(1)</u>	10/15/2027	Common Stock	12,500
Stock Option (Right to Buy)	\$ 15.4	05/25/2018		D			12,500		<u>(2)</u>	10/15/2027	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGrail Thomas F. III C/O HARDINGE INC. ONE HARDINGE DRIVE ELMIRA, NY 14903			Vice President Global Ops.	

Signatures

John R. Alexander, as Attorney-in-Fact, pursuant to a Power of Attorney dated September 15, 2017 05/30/2018

**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) On October 16, 2017, the reporting person was granted an option to purchase 12,500 shares of Hardinge Inc. common stock, which option was to vest in two (2) equal annual installments beginning October 16, 2019. On May 25, 2018, the option was cancelled pursuant to a certain Agreement and Plan of Merger, dated as of February 12, 2018, by and among Hardinge Holdings, LLC, Hardinge Merger Sub, Inc., and Hardinge Inc. (hereinafter referred to as the "Merger Agreement"). Upon cancellation of the option, the reporting person received a cash payment of \$38,750, representing the difference between the market value of the underlying Hardinge Inc. common stock as of the date of cancellation (\$18.50 per share) and the exercise price of the option.

(2) On October 16, 2017, the reporting person was granted an option to purchase 12,500 shares of Hardinge Inc. common stock, which option was to vest upon the completion of certain milestones associated with the economic performance of the issuer over a three year period beginning on the grant date. On May 25, 2018, the option was cancelled pursuant to the Merger Agreement, whereupon the reporting person received a cash payment of \$38,750, representing the difference between the market value of the underlying Hardinge Inc. common stock as of said date (\$18.50 per share) and the exercise price of the option.

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.