

AXIALL CORP/DE/  
Form 4  
September 02, 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 \*  
**FLEMING PATRICK J**

(Last) (First) (Middle)

**1000 ABERNATHY RD.  
NE, SUITE 1200**

(Street)

**ATLANTA, GA 30328**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AXIALL CORP/DE/ [AXLL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/31/2016**

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)

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)
				Code	V Amount or Price			
AXLL Common Stock	08/31/2016		D		(1) 17,415 (2) (3) (4)	0	D	
AXLL Common Stock	08/31/2016		D		(1) 7,452 (2) (3) (4)	0	I	By the Fleming Trust (5)

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

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(Continued from footnote 3) with the total number of shares of Westlake common stock underlying each such restricted share unit award determined by multiplying the number of shares underlying restricted share unit awards with respect to Issuer common stock immediately

- (4) prior to the effective time of the Merger by an exchange ratio set forth in the Merger Agreement and rounded to the nearest whole share and (ii) 522 shares underlying stock options which were converted into the right to receive a cash payment equal to the Merger Consideration minus the exercise prices of such options.

- (5) The reporting person and his spouse are the Trustees of the Fleming Trust.

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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