UNS Energy Corp Form 4 August 19, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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January 31, Expires: 2005

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obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McKenna Thomas A			2. Issuer Name and Ticker or Trading Symbol UNS Energy Corp [UNS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 88 E. BRO		(Mon	e of Earliest h/Day/Year) 5/2014	Transaction			Director _X Officer (give ti low)	10%	Owner r (specify	
(Street) TUCSON, AZ 85701			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	able I - Non	-Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code	4. Securities 2 or Disposed 6 (Instr. 3, 4 an	of (D)	Price	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 Beneficial Ownership (Instr. 4)	
Common Stock	08/15/2014		D	4,573.664	D	\$ 60.25 (2)	0	I	By 401(k) Plan	
Common Stock	08/15/2014		D	1,544	D	\$ 60.25 (2)	0	D		

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units (1)	\$ 0 (3)	08/15/2014		D	15.8772	(2)	(2)	Common Stock	15.87
Restricted Stock Units	\$ 0 (5)	08/15/2014		D	551.91 <u>(6)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	551.
Restricted Stock Units	\$ 0 (5)	08/15/2014		D	571.2506 (6)	<u>(7)</u>	<u>(7)</u>	Common Stock	571.2
Employee Stock Option (right to buy)	\$ 26.11	08/15/2014		D	6,990	<u>(9)</u>	02/19/2019	Common Stock	6,99
Employee Stock Option (right to buy)	\$ 26.18	08/15/2014		D	7,670	<u>(9)</u>	02/27/2018	Common Stock	7,67

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McKenna Thomas A 88 E. BROADWAY TUCSON, AZ 85701			Vice President				

Signatures

Diana K. Durako, Attorney in Fact 08/19/2014

**Signature of Reporting Person Date

Reporting Owners 2

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 share of phantom stock is the economic equivalent of one share of common stock under the UNS Energy Corporation Management and Directors Deferred Compensation Plan (the "DCP").
 - On August 15, 2014, FortisUS Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, FortisUS Inc., Color Acquisition Sub Inc., an Arizona corporation and wholly owned subsidiary of FortisUS Inc., and solely for purposes of Section 5.5(c) and 8.15 of the merger agreement, Fortis Inc., a corporation incorporated under the Corporations Act of
- (2) Newfoundland and Labrador, dated as of December 11, 2013 (the "Merger"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, phantom stock units were canceled at the effective time of the Merger in exchange for the right to receive a cash payment in the future at the time or times elected by the reporting person under the DCP and subject to earlier payment in accordance with the DCP.
- (3) Converts to common stock on a 1-for-1 basis.
- (4) The phantom stock units were canceled at the effective time of the Merger in exchange for the right to receive a cash payment in the future at the time or times elected by the reporting person under the DCP and subject to earlier payment in accordance with the DCP.
- (5) Each restricted stock unit represents a contingent right to receive one share of UNS Energy Corporation common stock.
- The reported number of derivative securities disposed of includes shares acquired by reinvesting dividends in unreported transactions pursuant to the Company's dividend reinvestment program.
- At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 (7) in cash. In addition, the restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.
- (8) The restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.
- At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, all outstanding options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.
- (10) The options were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 less the option exercise price, payable without interest and less any required withholding taxes.

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.