

STANDEX INTERNATIONAL CORP/DE/
Form 4
October 31, 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 *
FENOGLIO WILLIAM R

2. Issuer Name and Ticker or Trading Symbol
STANDEX INTERNATIONAL CORP/DE/ [SXI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2016

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

STANDEX INTERNATIONAL CORPORATION, 11 KEEWAYDIN 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

SALEM, NH 03079-

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 10/27/2016 | | M ⁽¹⁾ | A | 720 | \$ 55.755 | 3,192 D |
| Common Stock | 10/27/2016 | | M ⁽¹⁾ | A | 860 | \$ 58.35 | 4,052 D |
| Common Stock | 10/27/2016 | | M ⁽¹⁾ | A | 810 | \$ 61.9725 | 4,862 D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Phantom Stock Units | \$ 55.76 | 10/27/2016 | | M ⁽¹⁾ | 720 | 09/09/2017 09/09/2017 | Common Stock | 720 |
| Phantom Stock Units | \$ 58.35 | 10/27/2016 | | M ⁽¹⁾ | 860 | 09/09/2018 09/09/2018 | Common Stock | 860 |
| Phantom Stock Units | \$ 61.97 | 10/27/2016 | | M ⁽¹⁾ | 810 | 09/06/2019 09/06/2019 | Common Stock | 810 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FENOGLIO WILLIAM R STANDEX INTERNATIONAL CORPORATION 11 KEEWAYDIN DRIVE SALEM, NH 03079- | X | | | |

Signatures

/s/ Alan J. Glass 10/31/2016
 **Signature of Date
 Reporting Person

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) Vesting was accelerated under the terms of the Company's Long Term Incentive Plan in connection with his retirement on October 27, 2016 after many years of service to the Board of Directors.

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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