

AMERICAN GREETINGS CORP
Form 4
August 13, 2013

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 *
THORNTON JERRY SUE

2. Issuer Name and Ticker or Trading Symbol
AMERICAN GREETINGS CORP
[AM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/09/2013

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

C/O ONE AMERICAN ROAD

(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

CLEVELAND, OH 44144

(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 Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Class A Common Shares	08/09/2013		D		18,388 ⁽¹⁾	D		\$ 19 0
Class B Common Shares	08/09/2013		D		14,429.883 ⁽²⁾	D		\$ 19 0
							I	
								By Deferred Comp.

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

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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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 21.08	08/09/2013		D	1,000 <u>(3)</u>	07/12/2008	07/12/2016	Class A Common Shares	1,000
Stock Option	\$ 22.65	08/09/2013		D	6,000 <u>(3)</u>	05/15/2008	05/15/2016	Class A Common Shares	6,000
Stock Option	\$ 24.73	08/09/2013		D	4,000 <u>(3)</u>	05/16/2007	05/16/2015	Class A Common Shares	4,000
Stock Option	\$ 26.51	08/09/2013		D	2,000 <u>(3)</u>	06/24/2007	06/24/2015	Class A Common Shares	2,000
Stock Option	\$ 20.51	08/09/2013		D	4,000 <u>(3)</u>	05/03/2006	05/03/2014	Class A Common Shares	4,000
Stock Option	\$ 25.57	08/09/2013		D	7,000 <u>(3)</u>	05/02/2009	05/02/2017	Class A Common Shares	7,000
Stock Option	\$ 18.12	08/09/2013		D	7,000 <u>(4)</u>	05/01/2010	05/01/2018	Class A Common Shares	7,000
Stock Option	\$ 7.73	08/09/2013		D	7,000 <u>(4)</u>	05/01/2011	05/01/2019	Class A Common Shares	7,000
Stock Option	\$ 10.7	08/09/2013		D	8,000 <u>(4)</u>	06/26/2011	06/26/2019	Class A Common Shares	8,000
Stock Option	\$ 24.69	08/09/2013		D	15,000 <u>(3)</u>	05/03/2012	05/03/2020	Class A Common Shares	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON JERRY SUE C/O ONE AMERICAN ROAD CLEVELAND, OH 44144			X	

Signatures

Christopher W. Haffke, Power of Attorney for Jerry Sue
Thornton

08/13/2013

__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) Disposed of pursuant to Merger Agreement among issuer, Century Intermediate Holding Company and Century Merger Company (the "Merger Agreement") in exchange for a cash payment of \$19.00 per share, including shares underlying restricted stock units which became fully vested in accordance with the terms of the Merger Agreement.
 - (2) Disposed of pursuant to Merger Agreement in exchange for a cash payment of \$19.00 per share, such payment remaining subject to the provisions of the reporting person's underlying deferred compensation agreement(s).
 - (3) These options were cancelled pursuant to the Merger Agreement for a cash payment to be calculated based on the application of the Black-Scholes valuation applying certain assumptions as set forth in the Merger Agreement.
 - (4) These options were cancelled pursuant to the Merger Agreement for a cash payment per share of the difference between the option exercise price and \$19.00 per share.

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.