

EnerSys
Form 4
May 19, 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 *
Shaffer David M

(Last) (First) (Middle)
2366 BERNVILLE ROAD
(Street)

READING, PA 19605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2016

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)
President & CEO

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	05/16/2016 ⁽²⁾		A		24,021	A	\$ 0
					97,068.0115	⁽³⁾	D
Common Stock ⁽⁴⁾	05/16/2016 ⁽²⁾		A		14,757	A	\$ 0
					111,825.0115		D

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

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(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
Stock Options	\$ 57.6	05/16/2016 ⁽²⁾		A	53,934	⁽⁵⁾ 05/16/2026	Common Stock	53,934

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer David M 2366 BERNVILLE ROAD READING, PA 19605	X		President & CEO	

Signatures

Karen J. Yodis, by Power of Attorney 05/19/2016

 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).
- These shares were granted as performance share units and vest one hundred percent on May 16, 2019, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each performance share unit converts into the number of shares of common stock determined by applying the TSR multiplier to the number of units vesting
- (1) on the third anniversary of the date of grant. The TSR multiplier is based on relative TSR performance versus peers over the three year vesting period. The peer group is the S&P Small Cap 600 Industrial Index, of which EnerSys is a member, and consists of 99 companies. The minimum TSR multiplier is 0% and the maximum TSR multiplier is 200%. These shares represent the performance share units granted, assuming a TSR multiplier of 100%.
 - (2) This grant was made after markets had closed.
- This amount has been adjusted by 109.7914 shares to reflect market share units received in connection with the cash dividend paid on March 25, 2016 to stockholders of record as of March 11, 2016, with respect to 10,380 unvested MSUs granted to the reporting person on
- (3) May 31, 2013, 7,789 unvested MSUs granted to the reporting person on May 12, 2014, and 16,517 unvested MSUS granted to the reporting person on May 31, 2013, and adjusted for previously declared and paid cash dividends. These MSUs will vest and are payable concurrent with the underlying MSUs.
 - (4) These shares were granted as restricted stock units that vest twenty-five percent on each of May 16, 2017, May 16, 2018, May 16, 2019, and May 16, 2020, subject to acceleration or forfeiture in certain specified circumstances.
 - (5)

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The options vest in three equal annual installments beginning on May 16, 2017, subject to acceleration or forfeiture in certain specified circumstances.

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.