

Wawrin Stephen
 Form 4
 February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Wawrin Stephen

(Last) (First) (Middle)
 817 MAXWELL AVENUE
 (Street)

EVANSVILLE, IN 47711

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ESCALADE INC [ESCA]

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2019

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)
 Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/26/2019 | | M | 1,367 A | 13,458 | D | |
| Common Stock | 02/27/2019 | | M | 1,025 A | 14,483 | 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. 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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) (2) | 02/26/2019 | | M | 1,367 | (3) (3) | Common Stock | 1,367 |
| Restricted Stock Units | (1) (2) | 02/27/2019 | | M | 1,025 | (4) (4) | Common Stock | 1,025 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wawrin Stephen 817 MAXWELL AVENUE EVANSVILLE, IN 47711 | | | Chief Financial Officer | |

Signatures

/s/Stephen R. Wawrin 02/28/2019

**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) Restricted Stock Units (RSUs) converted into common stock on a one-for-one basis.

(2) Each RSU represents a right to receive one share of ESCA common stock granted pursuant to the Escalade, Incorporated 2007 Incentive Plan ("Escalade 2007 Plan"). All RSUs settle in shares of ESCA common stock.

On February 26, 2016, Mr. Wawrin was granted 4,100 RSUs pursuant to the Escalade 2007 Plan. 1,366 RSUs vested and settled on June 26, 2018, as previously reported. On February 26, 2019, 1,367 RSUs vested and settled, as reported on this Form 4. The remaining 1,367 RSUs will vest and settle on February 26, 2020 provided that Mr. Wawrin remains employed by Escalade. Vesting for all 4,100 RSUs also was subject to ESCA common stock achieving certain market performance tests established by Escalade's Compensation Committee, which tests have been satisfied.

(4)

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On February 27, 2015, Mr. Wawrin was granted 3,075 RSUs pursuant to the Escalade 2007 Plan. 1,025 RSUs vested and settled on February 27, 2017 and another 1,025 RSUs vested and settled on February 27, 2018, as previously reported. The remaining 1,025 RSUs vested on February 27, 2019, as reported on this Form 4. Vesting for all 3,075 RSUs also was subject to ESCA common stock achieving certain market performance tests established by Escalade's Compensation Committee, which tests have been satisfied.

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.