

DeCata Michael G
Form 4
April 13, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
DeCata Michael G

2. Issuer Name **and** Ticker or Trading
Symbol
LAWSON PRODUCTS
INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O LAWSON PRODUCTS,
INC., 8770 WEST BRYN MAWR
AVENUE, SUITE 900

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2018

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
President and CEO

CHICAGO, IL 60631

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

(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	(D)	Price

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Restricted Stock Awards	\$ 0	04/11/2018		J ⁽¹⁾	2,000	12/31/2019	12/31/2019	Common Stock	2
Restricted Stock Awards ⁽²⁾	\$ 0	04/11/2018		A ⁽³⁾	2,000	12/31/2019	12/31/2019	Common Stock	2
Market Stock Units	\$ 0	04/11/2018		J ⁽¹⁾	86,901	12/31/2019	12/31/2019	Common Stock	86
Market Stock Units ⁽⁴⁾	\$ 0	04/11/2018		A ⁽³⁾	86,901	12/31/2019	12/31/2019	Common Stock	86
Restricted Stock Awards	\$ 0	04/11/2018		J ⁽¹⁾	29,083	08/14/2020	08/14/2020	Common Stock	29
Restricted Stock Awards ⁽⁵⁾	\$ 0	04/11/2018		A ⁽³⁾	29,083	08/14/2020	08/14/2020	Common Stock	29

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeCata Michael G C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631	X		President and CEO	

Signatures

/s/ Neil E. Jenkins,
Attorney-in-Fact

04/13/2018

 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).

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(1) These previously-granted awards have been canceled in accordance with the (i) Amendment No. 1 to Award Agreement by the between the Issuer and the Reporting Person dated as of August 14, 2017 and entered into on April 11, 2018 and (ii) Amended and Restated Restricted Stock Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person.

(2) The restricted stock reported will vest on December 31, 2019 if the Reporting Person is still employed by the Issuer. The Reporting Person is required to hold 100% of the restricted stock that vests, net of taxes, until December 31, 2021.

(3) These awards were granted to the Reporting Person in accordance with the (i) Amended and Restated Restricted Stock Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person; and (ii) Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person.

(4) Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the performance of the Issuer's common stock from the grant date to December 31, 2019.

(5) Represents the right to receive shares of common stock on the exercise date in an amount equal to the number of restricted stock awards.

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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