

Moser Emerson C  
Form 4  
June 06, 2018

**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 \*  
Moser Emerson C

2. Issuer Name and Ticker or Trading Symbol  
GENERAL CABLE CORP /DE/ [BGC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
4 TESSENEER DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/06/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, General Counsel & Sec.

HIGHLAND HEIGHTS, KY 41076

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 Ownership (Instr. 4)
				Code V	Amount (A) or Price (D)		
Common Stock	06/06/2018		D		71,534 (1) \$ 30 (1) 0	D	
Common Stock	06/06/2018		D		2,157.3 (2) \$ 30 (2) 0	I	By 401(k) Plan

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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- (2) Pursuant to the Merger Agreement, each share of common stock was converted into the right to receive \$30.00 in cash without interest.

This performance stock unit ("PSU") was granted on February 11, 2016 with a three-year performance period commencing as of January 1, 2016. Pursuant to the Merger Agreement, each outstanding PSU granted in 2016 was cancelled and converted into an award (a "2016

- (3) Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on actual performance) multiplied by \$30.00. Each 2016 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

This PSU was granted on February 22, 2017 with a three-year performance period commencing as of January 1, 2017. Pursuant to the Merger Agreement, each outstanding PSU granted in 2017 was cancelled and converted into an award (a "2017 Converted PSU")

- (4) representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on target performance) multiplied by \$30.00. Each 2017 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

This option, which was granted on February 10, 2017, provided for vesting in three equal annual installments beginning on February 18,

- (5) 2018. Pursuant to the Merger Agreement, each outstanding stock option was cancelled and converted into the right to receive (without interest) an amount in cash equal to the excess of \$30.00 over the exercise price per share of common stock subject to such stock option.

- (6) Each share of phantom stock was the equivalent of one share of common stock. Pursuant to the Merger Agreement, each share of phantom stock was cancelled and converted into the right to receive \$30.00 in cash without interest.

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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