

Upadhyaya Raj B
Form 4
February 05, 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 *
Upadhyaya Raj B

(Last) (First) (Middle)

C/O SIGMATRON
INTERNATIONAL, INC., 2201
LANDMEIER RD.

(Street)

ELK GROVE VILLAGE, IL 60007

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

SIGMATRON INTERNATIONAL
INC [SGMA]

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Beneficial Ownership (Instr. 4)
Common Stock	01/26/2018		M	2,420 A	\$ 3.6 2,420	D	
Common Stock	01/26/2018		S	2,420 D	\$ 9.23 0	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Edgar Filing: Upadhyaya Raj B - Form 4

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 (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 Option (right to buy) ⁽¹⁾	\$ 3.6	01/26/2018		M	1,025	07/19/2012 07/18/2022	Common Stock	1,025
Stock Option (right to buy) ⁽³⁾	\$ 3.6	01/26/2018		M	1,395	07/19/2013 07/18/2022	Common Stock	1,395

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Upadhyaya Raj B C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIER RD. ELK GROVE VILLAGE, IL 60007	Executive Vice President

Signatures

/s/ Raj B.
Upadhyaya 02/05/2018
 **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).
- (1) The 2,420 options exercised as described on this Table II were issued on July 19, 2012, pursuant to and under a single stock option plan and stock option agreement. The exercise of these options are disclosed as two entries solely as a result of the different exercise dates.
- (2) This column needs to be blank.
- (3) The 2,420 options exercised as described on this Table II were issued on July 19, 2012, pursuant to and under a single stock option plan and stock option agreement. The exercise of these options are disclosed as two entries solely as a result of the different exercise dates.

Edgar Filing: Upadhyaya Raj B - Form 4

(4) This column needs to be blank.

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.