

UFP TECHNOLOGIES INC  
Form 4  
February 19, 2014

**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 \*  
ROCK MITCHELL

(Last) (First) (Middle)

C/O UFP TECHNOLOGIES, INC., 172 EAST MAIN STREET

(Street)

GEORGETOWN, MA 01833

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UFP TECHNOLOGIES INC [UFPT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/18/2014

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)

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.01 Par Value	02/18/2014		A		1,252 (1)	A	\$ 0 69,980 D
Common Stock, \$.01 Par Value	02/18/2014		A		2,407 (2)	A	\$ 0 72,387 D
Common Stock, \$.01 Par Value	02/18/2014		F		1,060 (3)	D	\$ 25.97 71,327 D

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

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(9-02)

**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROCK MITCHELL C/O UFP TECHNOLOGIES, INC. 172 EAST MAIN STREET GEORGETOWN, MA 01833			Vice President	

## Signatures

Patrick J. Kinney, Jr. as attorney-in-fact for Mitchell Caplan  
Rock 02/19/2014

\_\_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) Represents restricted stock units granted on February 18, 2013, under the issuer's 2003 Incentive Plan subject to satisfaction of performance targets that are to be settled solely in shares of common stock. The transaction date represents the date on which the issuer's Compensation Committee determined the extent to which the performance targets were achieved. The units vest with respect to one-third of the shares on March 1, 2015 and with respect to an additional one-third on each of March 1, 2016 and 2017, so long as the recipient is in the continuous employ of the Issuer through each such respective vesting date.
- (2) Represents stock unit awards granted on February 18, 2014, under the issuer's 2003 Incentive Plan the vesting under which is solely time-based, that are to be settled solely in shares of common stock. The units vest with respect to one-third of the shares on March 1, 2016 and with respect to an additional one-third on each of March 1, 2017 and 2018, so long as the recipient is in the continuous employ of the Issuer through each such respective vesting date.

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(3) Represents shares withheld to cover tax liability with respect to stock unit awards granted in 2010 that vested on February 18, 2014.

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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