

Schneider Todd M.
Form 4
February 05, 2019

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
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schneider Todd M.

(Last) (First) (Middle)

P.O. BOX 625737, 6800 CINTAS
BLVD.

(Street)

CINCINNATI, OH 45262

(City) (State) (Zip)

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

CINTAS CORP [CTAS]

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

02/01/2019

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 & COO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/01/2019		M	8,674 A	\$ 37.91 91,953	D	
Common Stock	02/01/2019		M	20,000 A	\$ 45.65 111,953	D	
Common Stock	02/01/2019		M	17,347 A	\$ 47.22 129,300	D	
Common Stock	02/01/2019		M	21,532 A	\$ 63.45 150,832	D	
Common Stock	02/01/2019		F	43,800 D	\$ 186.99 107,032	D	

(1)

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Common Stock	02/04/2019	J ⁽²⁾	12,567	D	\$ 0	18,701 ⁽³⁾	I	By GRAT Trust
Common Stock	02/04/2019	J ⁽²⁾	12,567	A	\$ 0	12,567 ⁽³⁾	I	By GRAT Trust
Common Stock						3,728	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)

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 37.91	02/01/2019		M	8,674	⁽⁴⁾ 07/18/2022	Common Stock	8,674
Stock Option (Right to Buy)	\$ 45.65	02/01/2019		M	20,000	⁽⁴⁾ 05/31/2023	Common Stock	20,000
Stock Option (Right to Buy)	\$ 47.22	02/01/2019		M	17,347	⁽⁴⁾ 07/17/2023	Common Stock	17,347
Stock Option (Right to Buy)	\$ 63.45	02/01/2019		M	21,532	⁽⁴⁾ 07/17/2024	Common Stock	21,532

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Schneider Todd M.
P.O. BOX 625737
6800 CINTAS BLVD.
CINCINNATI, OH 45262

Executive Vice President & COO

Signatures

/s/ F. Mark Reuter, as Attorney-in-Fact for Todd M.
Schneider

02/05/2019

__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).

The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$186.16 to \$188.14 per
(1) share. The Reporting Person undertakes to provide full pricing information to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission upon request.
(2) The options vest as follows: one-third on the third anniversary of the grant date, one-third on the fourth anniversary of the grant date and one-third on the fifth anniversary of the grant date.
(3) Amounts reported as beneficially owned reflect 12,567 shares transferred to TMS February 2019 GRAT No. 2 in a transaction exempt under Rule 16a-13.
(4) On February 4, 2019, the Reporting Person transferred 12,567 shares to TMS February 2019 GRAT No. 2, a grantor retained annuity trust. The Reporting Person is the sole trustee and beneficiary.

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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