

RANKIN ROGER F
Form 4
December 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
RANKIN ROGER F

2. Issuer Name and Ticker or Trading Symbol
HYSTER-YALE MATERIALS HANDLING, INC. [HY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5875 LANDERBROOK DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/12/2018

____ Director
____ Officer (give title below) Other (specify below)
Member of a Group

MAYFIELD HEIGHTS, OH 44124
(City) (State) (Zip)

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

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		
Class A Common Stock	12/12/2018		P	63 ⁽¹⁾ A	\$ 63.555 8,080	I	spouse serves as Trustee of a Trust for the benefit of Alison Rankin ⁽²⁾
Class A Common Stock	12/12/2018		P	1 ⁽¹⁾ A	\$ 63.56 ⁽³⁾ 531	I	Interest in shares held by Rankin Associates V
Class A Common	12/12/2018		P	48 ⁽¹⁾ A	\$ 63.56 ⁽³⁾ 33,770	I	Serves as Trustee of

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Stock								GSTs for the benefit of A. Farnham Rankin
Class A Common Stock	12/12/2018	P	48 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	33,770	I	Serves as Trustee of GSTs for the benefit of Elisabeth M. Rankin
Class A Common Stock	12/12/2018	P	83 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	33,853	I	Serves as Trustee of GSTs for the benefit of A. Farnham Rankin
Class A Common Stock	12/12/2018	P	83 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	33,853	I	Serves as Trustee of GSTs for the benefit of Elisabeth M. Rankin
Class A Common Stock	12/12/2018	P	1 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	217	I	Proportionate interest in shares held by Rankin Associates VI
Class A Common Stock	12/12/2018	P	3 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	471	I	Spouse's proportionate interest in shares held by Rankin Associates VI ⁽²⁾
Class A Common Stock	12/12/2018	P	2 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	396	I	Child's Proportionate interest in shares held by Rankin Associates VI ⁽⁴⁾
Class A Common Stock	12/12/2018	P	2 ⁽¹⁾	A	\$ <u>63.56</u> ₍₃₎	396	I	Child's Proportionate interest of shares held by Rankin Associates VI

				<u>(5)</u>
Class A Common Stock	54,147	I		spouses proportionate LP interest in shares held by RA1 <u>(2)</u>
Class A Common Stock	29,986	I		spouse's proportionate limited partnership interest in shares held by Rankin Associates II, L.P <u>(2)</u>
Class A Common Stock	200	I		Reporting person serves as Trustee for the benefit of Elisabeth Rankin
Class A Common Stock	765	I		Reporting person serves as co-trustee of trust fbo Elisabeth M. Rankin
Class A Common Stock	20,426	I		daughter's proportionate LP interest in shares held by RA II LP held in a trust <u>(2)</u>
Class A Common Stock	1,851	I		Spouse is Trustee for the benefit of Reporting Person's daughter. <u>(2)</u>
Class A Common Stock	83	I		Child's proportionate interest in shares held by Rankin Associates V <u>(2)</u>
	1,209	I		

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Class A Common Stock				Reporting Person Serves as Trustee for the benefit of A. Farnham Rankin
Class A Common Stock	18,294	I		daughter's proportionate LP interest in shares held by RA II LP held in a trust ⁽²⁾
Class A Common Stock	83	I		Child's proportionate interest in shares held by Rankin Associates V ⁽²⁾
Class A Common Stock	3,738	I		Spouse is Co-Trustee for the benefit of Reporting Person's daughter. ⁽²⁾
Class A Common Stock	19	I		proportionate general partnership interest in shares of Rankin Associates IV,
Class A Common Stock	3,448	I		proportionate limited partnership interest in shares held by Rankin Associates I, L.P
Class A Common Stock	4,283	I		proportionate limited partnership interests in shares held by Rankin

Class A Common Stock	65,824	I	Associates II, L.P proportionate limited partnership interest in shares held by Rankin Associates IV, L.P
Class A Common Stock	62	I	Interest in shares of Rankin Associates V held by Rankin Management
Class A Common Stock	74	I	Interest in shares of Rankin Associates VI held by Rankin Management
Class A Common Stock	1,975	I	proportionate interest in shares held by Rankin Management, Inc. ("RMI).
Class A Common Stock	192,662	I	Reporting Person serves as Trustee of a Trust for the benefit of Roger F. Rankin

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

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SEC 1474
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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	444
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	96,861
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	29,986
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	3,123
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	200
Class B Common Stock	(6)					(6)	(6)	Class A Common Stock	20,426

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Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	1,851
Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	18,294
Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	3,738
Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	6,889
Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	6,889
Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	31
Class B Common Stock	<u>(6)</u>		<u>(6)</u>	<u>(6)</u>	Class A Common Stock	6,168

- (1) Shares purchased pursuant to 10b5-1 plan
- (2) Reporting Person disclaims beneficial ownership of all such shares.
- (3) 2018-Dec-12-Weighted Average - Share Price represents average price between \$63.45 and \$63.60.
- (4) Interest held by Trust u/a/d 8/15/2012
- (5) Held in trust u/a/d 12/30/2015
- (6) N/A

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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Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The company's management, under the supervision and with the participation of the company's Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of the company's disclosure controls and procedures as of October 3, 2009 (the Evaluation). Based upon the Evaluation, the company's Chief Executive Officer and Chief Financial Officer concluded that the company's disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) are effective.

Changes in Internal Control over Financial Reporting

During the third quarter of 2009, the company completed the process of installing a new enterprise resource planning (ERP) system in a select operation in North America as part of a phased implementation schedule. This new ERP system, which will replace multiple legacy systems of the company, is expected to be implemented globally over the next several years. The implementation of this new ERP system involves changes to the company's procedures for internal control over financial reporting. The company follows a system implementation life cycle process that requires significant pre-implementation planning, design, and testing. The company also conducts extensive post-implementation monitoring, testing, and process modifications to ensure the effectiveness of internal controls over financial reporting, and the company did not experience any significant difficulties to date in connection with this implementation.

There were no other changes in the company's internal control over financial reporting or in other factors that materially affect, or that are reasonably likely to materially affect, the company's internal control over financial reporting during the period covered by this quarterly report.

Table of Contents**PART II. OTHER INFORMATION****Item 1A. Risk Factors.**

There were no material changes to the company's risk factors as discussed in Item 1A Risk Factors in the company's Annual Report on Form 10-K for the year ended December 31, 2008.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

The following table shows the share-repurchase activity for the quarter ended October 3, 2009:

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares that May Yet be Purchased Under the Program
July 5 through 31, 2009	2,367	\$ 20.63	-	-
August 1 through 31, 2009	4,692	19.86	-	-
September 1 through October 3, 2009	1,260	28.27	-	-
Total	8,319		-	

The purchases of Arrow common stock noted above reflect shares that were withheld from employees for restricted stock, as permitted by the plan, in order to satisfy the required tax withholding obligations. None of these purchases were made pursuant to a publicly announced repurchase plan and the company currently does not have a stock repurchase plan in place.

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Item 6. Exhibits.

Exhibit Number	Exhibit
10(a)	Arrow Electronics Saving Plan, as amended and restated on September 9, 2009.
10(b)	Wyle Electronics Retirement Plan, as amended and restated on September 9, 2009.
10(c)	Arrow Electronics Stock Ownership Plan, as amended and restated on September 9, 2009.
31(i)	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31(ii)	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32(i)	Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32(ii)	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ARROW ELECTRONICS, INC.

Date: October 28, 2009

By: /s/ Paul J. Reilly
Paul J. Reilly
Executive Vice President, Finance and
Operations,
and Chief Financial Officer

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