

CINTAS CORP

Form 4

October 20, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Coletti Robert E.

(Last) (First) (Middle)

6847 CINTAS BLVD., SUITE 120

(Street)

MASON, OH 45040

(City) (State) (Zip)

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

CINTAS CORP [CTAS]

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

10/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Assistant Secretary

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)
Common Stock	10/18/2016		A ⁽¹⁾	545 A \$ 0	1,549	D	
Common Stock					178,307	I	By Spouse
Common Stock					122,733	I	By Limited Partnership ⁽²⁾
Common Stock					94,054	I	By Trusts ⁽³⁾

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 108.4	10/18/2016		A		2,637	(4) 10/18/2026	Common Stock 2,637

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Coletti Robert E. 6847 CINTAS BLVD. SUITE 120 MASON, OH 45040	X Assistant Secretary

Signatures

/s/ Regina L. Estenfelder as Attorney-in-Fact for Robert E. Coletti 10/20/2016

__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) Restricted shares granted pursuant to Cintas Corporation's 2016 Equity Compensation Plan. These shares cliff vest on the first anniversary of the grant date.

(2) Owned by a limited partnership under Mr. Coletti's spouse's control. The Reporting Person disclaims beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

(3)

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Owned by trusts for the benefit of Mr. Coletti and his family. The Reporting Person disclaims beneficial ownership of these shares except to the extent of any pecuniary interest therein.

(4) Options granted pursuant to the 2016 Equity Compensation Plan. The option cliff vests on the first anniversary of the grant date.

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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