

AMERICAN GREETINGS CORP

Form 4

August 13, 2013

**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 \*  
Rommel Douglas W

(Last) (First) (Middle)

ONE AMERICAN ROAD

(Street)

CLEVELAND, OH 44144

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AMERICAN GREETINGS CORP  
[AM]3. Date of Earliest Transaction  
(Month/Day/Year)  
08/09/20134. 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)

Senior Vice President

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 Ownership (Instr. 4)
Class A Common Shares	08/09/2013		D	40,630 <sup>(1)</sup>	D \$ 19 0 <sup>(2)</sup>	D	
Class A Common Shares	08/09/2013		D	10,004.319 <sup>(3)</sup>	D \$ 19 0	I	by Prof. Shar. Plan

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

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(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 20.51	08/09/2013		D	7,700 (4)	05/03/2006 05/03/2014	Class A Common Shares 7,700
Stock Option	\$ 22.65	08/09/2013		D	7,000 (4)	05/15/2008 05/15/2016	Class A Common Shares 7,000
Stock Option	\$ 24.73	08/09/2013		D	7,000 (4)	05/16/2007 05/16/2015	Class A Common Shares 7,000
Stock Option	\$ 25.57	08/09/2013		D	7,000 (4)	05/02/2009 05/02/2017	Class A Common Shares 7,000
Stock Option	\$ 18.12	08/09/2013		D	15,000 (5)	05/01/2010 05/01/2018	Class A Common Shares 15,000
Stock Option	\$ 7.73	08/09/2013		D	15,000 (5)	05/01/2011 05/01/2019	Class A Common Shares 15,000
Stock Option	\$ 24.69	08/09/2013		D	11,000 (4)	05/03/2012 05/03/2020	Class A Common Shares 11,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rommel Douglas W ONE AMERICAN ROAD CLEVELAND, OH 44144	Senior Vice President

## Signatures

Christopher W. Haffke, Power of Attorney for Douglas W.  
Rommel

08/13/2013

\_\_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) Disposed of pursuant to merger agreement among issuer, Century Intermediate Holding Company and Century Merger Corp. (the "Merger Agreement") in exchange for a cash payment of \$19.00 per share.  
Excludes any shares underlying restricted stock units or performance share units. These units remain outstanding and subject to existing vesting and other terms, but now represent the right to be settled in cash rather than shares in accordance with the terms of the Merger Agreement.
- (2) Disposed of pursuant to Merger Agreement in exchange for a cash payment of \$19.00 per share.
- (3) These options were cancelled pursuant to the Merger Agreement for a cash payment to be calculated based on the application of the Black-Scholes valuation applying certain assumptions as set forth in the Merger Agreement.
- (4) These options were cancelled pursuant to the Merger Agreement for a cash payment per share of the difference between the option exercise price and \$19.00 per share.
- (5)

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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