

EnerSys
Form 4
January 04, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEHMAN JOHN F

(Last) (First) (Middle)

450 PARK AVENUE, 6TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2016

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)

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 (1) or (D) Price | | |
| Common Stock | 12/30/2016 | | A | | 39.1093 (1) | A \$ 0 55,749.2076 | D |
| Common Stock | 12/30/2016 | | A | | 70.013 (2) | A \$ 0 55,819.2206 | D |
| Common Stock | 12/30/2016 | | A | | 0.0452 (3) | A \$ 0 55,819.2658 | D |
| Common Stock | 12/30/2016 | | A | | 0.0856 (4) | A \$ 0 55,819.3514 | D |
| Common Stock | 12/30/2016 | | A | | 0.1146 (5) | A \$ 0 55,819.466 | D |
| | 12/30/2016 | | A | | | A \$ 0 55,189.7349 | D |

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Common Stock 0.2689
(6)

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 Reported 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 |
| LEHMAN JOHN F 450 PARK AVENUE 6TH FLOOR NEW YORK, NY 10022 | | X | | |

Signatures

Karen J. Yodis, by Power of Attorney 01/04/2017

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) These shares were granted in the form of Deferred Stock Units ("DSUs"), in connection with the cash dividend paid on December 30, 2016 to stockholders of record as of December 16, 2016 (the "Dividend"), with respect to an aggregate of 17,004 vested DSUs granted to the reporting person on various dates, and adjusted for previously declared and paid cash dividends. These DSUs are vested and payable concurrent with the underlying DSUs.

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- These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to an aggregate of 31,245.8116 vested RSUs granted to the reporting person on various dates under the EnerSys Deferred Compensation Plan for Non-Employee Directors (the "Plan"), and adjusted for previously declared and paid cash dividends. These RSUs are vested and payable concurrent with the underlying RSUs.
- (2) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 20.1732 unvested RSUs granted to the reporting person on January 12, 2016, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (4) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 38.2089 unvested RSUs granted to the reporting person on April 12, 2016, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (5) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 51.1290 unvested RSUs granted to the reporting person on July 12, 2016, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (6) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 120 unvested RSUs granted to the reporting person on October 11, 2016, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.