

TAYLOR SCOTT C
Form 4
October 03, 2018

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 *
TAYLOR SCOTT C

(Last) (First) (Middle)

350 ELLIS STREET

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYMANTEC CORP [SYMC]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

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)

EVP, Gen. Counsel & Secretary

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 | 10/01/2018 | | M | 490,802 | A \$ 20.56 | 652,683 | D |
| Common Stock | 10/01/2018 | | F | 243,341 (1) | D \$ 20.56 | 409,342 | D |

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(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 Underlying Security (Instr. 3 and 4) | | | |
|---|--|---|---|-----------------------------------|--|---|--|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Performance-based Restricted Stock Units | (2) | 10/01/2018 | | M | | | 76,515 | (2) | (2) | Common Stock |
| Performance-based Restricted Stock Units | (3) | 10/01/2018 | | M | | | 414,287 | (3) | (3) | Common Stock |
| Performance-based Restricted Stock Units | (3) | 10/01/2018 | | A | | 30,160 | | (3) | (3) | Common Stock |
| Performance-based Restricted Stock Units | (4) | 10/01/2018 | | A | | 25,730 | | (4) | (4) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| TAYLOR SCOTT C 350 ELLIS STREET MOUNTAIN VIEW, CA 94043 | EVP, Gen. Counsel & Secretary |

Signatures

/s/ Philip Reuther, as attorney-in-fact for Scott C. Taylor
 10/03/2018
 **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) Shares withheld by Symantec Corporation ("Symantec") to satisfy tax withholding requirements on vesting of performance-based restricted stock units (PRUs). No shares were sold.
- (2) Represents performance-based restricted stock units (PRUs) originally reported by the reporting person in a Form 4 filed with the Commission on May 11, 2016.
- (3) On June 10, 2016, the Reporting Person was granted PRUs with a target of 165,715 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2018, 0% to 300% of the target shares will be eligible (the "Grant 1 Eligible Shares") to be earned. 0% to 250% of the Grant 1 Eligible Shares were eligible to be earned at the end of fiscal 2018, subject to certain

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further adjustments, provided that the Reporting Person is employed by the Issuer through March 30, 2018. The additional up to 50% of the Grant 1 Eligible Shares are eligible to be earned at the end of the fiscal 2019 provided that the Reporting Person is employed by the Issuer on March 29, 2019. The performance criterion was partially satisfied, resulting in 414,287 shares becoming Grant 1 Eligible Shares for fiscal 2018 and were earned by the Reporting Person. Additionally, 30,160 shares became Grant 1 Eligible Shares for fiscal 2019.

- (4) On June 9, 2017, the Reporting Person was granted PRUs with a target of 101,902 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2018, 0% to 200% of the 50% of the target shares will be eligible ("Grant 2 Eligible Shares") to be earned at the end of fiscal 2020, based on, and subject to further adjustments with respect to the other 50% of the target shares as a result of, the achievement of certain other performance criteria, provided that the Reporting Person is employed by the Issuer through April 3, 2020. The performance criterion for fiscal 2018 was partially satisfied, resulting in 25,730 shares becoming Grant 2 Eligible Shares.

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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