

MASONITE INTERNATIONAL CORP

Form 4

November 14, 2013

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 *
Virotek Christopher A

(Last) (First) (Middle)

C/O MASONITE
INTERNATIONAL
CORPORATION, 201 N.
FRANKLIN ST, SUITE 300

(Street)

TAMPA, FL 33602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MASONITE INTERNATIONAL
CORP [DOOR]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2013

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 ____ Other (specify
below) below)

See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	11/12/2013		M	14,889 A	\$ 25.23	41,078	D
Common Shares	11/12/2013		M	5,424 A	\$ 20.19	46,502	D
Common Shares	11/12/2013		M	5,136 A	\$ 19.06	51,638	D
Common Shares	11/12/2013		F	15,298 (1) D	\$ 48.79	36,340	D

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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 25.23	11/12/2013		M	14,889	<u>(2)</u> 06/14/2020	Common Shares	14,889
Stock Appreciation Right	\$ 20.19	11/12/2013		M	5,424	<u>(3)</u> 07/05/2021	Common Shares	5,424
Stock Appreciation Right	\$ 19.06	11/12/2013		M	5,136	<u>(4)</u> 12/12/2019	Common Shares	5,136

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Virostek Christopher A C/O MASONITE INTERNATIONAL CORPORATION 201 N. FRANKLIN ST, SUITE 300 TAMPA, FL 33602	See Remarks

Signatures

/s/ Robert E. Lewis, as
attorney-in-fact

11/14/2013

__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).

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- (1) Shares withheld by the Issuer to cover the exercise price and tax withholding obligations arising from the exercise of Stock Appreciation Rights reported on this form.
- (2) This Stock Appreciation Right vested 30% on June 14, 2011, 30% on June 14, 2012, 20% on June 14, 2013, and will vest an additional 20% on June 14, 2014.
- (3) This Stock Appreciation Right vested 50% on December 31, 2012, and will vest an additional 25% on December 31, 2013, and 25% on December 31, 2014.
- (4) This Stock Appreciation Right vested 53% on April 1, 2011 and 47% on April 1, 2012, based on the achievement of performance criteria.

Remarks:

Senior Vice President, Strategy Implementation and Corporate Development

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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