

TECO ENERGY INC

Form 4

July 05, 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 *
Callahan Sandra W.

(Last) (First) (Middle)

C/O TECO ENERGY, INC., P. O.
BOX 111

(Street)

TAMPA, FL 33601-0111

(City) (State) (Zip)

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

TECO ENERGY INC [TE]

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

07/01/2016

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)

Senior VP/CFO

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 Stock	07/01/2016		D	172,976.755	D		
					(A) or (D)	Price	
						\$	
						27.55	0
						(1)	
Common Stock	07/01/2016		D	9,155.616	D		
					(A) or (D)	Price	
						\$	
						27.55	0
						(1)	
							By Savings Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	07/01/2016		D	25,997	(2) (2)	Common Stock	25,997

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callahan Sandra W. C/O TECO ENERGY, INC. P. O. BOX 111 TAMPA, FL 33601-0111			Senior VP/CFO	

Signatures

David E. Schwartz, by Power of Attorney
07/05/2016

**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) Reflects the disposition of shares and restricted shares pursuant to the Agreement and Plan of Merger by and among TECO Energy, Inc., Emera Inc. and Emera US Inc. (the "Merger Agreement"). Pursuant to the Merger Agreement, as of the effective date of the merger (July 1, 2016), the outstanding shares of TECO common stock were cancelled and converted automatically into the right to receive (without interest, and less any applicable withholdings) \$27.55 in cash per share (the "Per-Share Merger Consideration"). Pursuant to the Merger Agreement, with respect to performance-based awards, any performance goals and bonus multipliers were deemed achieved at the maximum level.

(2) Reflects the disposition of Restricted Stock Units pursuant to the Merger Agreement. Pursuant to the Merger Agreement, as of the effective date of the merger, the Restricted Stock Units were cancelled and converted into the right to receive (i) a pro-rated lump-sum cash payment based on the Per-Share Merger Consideration (paid as promptly as practicable following the effective date of the merger, but not performance-based vesting) and (ii) a cash service award subject to the same terms and conditions (including service-based vesting, but not performance-based vesting) applicable to the corresponding Restricted Stock Unit immediately prior to the effective date of the merger. Pursuant to the Merger Agreement, with respect to performance-based awards, any performance goals and bonus multipliers were deemed achieved at the maximum level.

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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