

Ratliff Christopher A.
Form 4
March 28, 2018

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 *
Ratliff Christopher A.

2. Issuer Name and Ticker or Trading Symbol
SPARTON CORP [SPA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
425 N. MARTINGALE ROAD, SUITE 1000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Information Technology

SCHAUMBURG, IL 60173

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/23/2018		D			9,252		(2)	(2)	Common Stock	9,252
Stock Option	\$ 26.86	03/23/2018		D			558		(3)	09/11/2024	Common Stock	558
Stock Option	\$ 23.02	03/23/2018		D			1,992		(4)	09/10/2025	Common Stock	1,992

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ratliff Christopher A. 425 N. MARTINGALE ROAD SUITE 1000 SCHAUMBURG, IL 60173			VP - Information Technology	

Signatures

Carrie Leahy, Attorney-in-Fact by Power of Attorney 03/28/2018

__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) Each Restricted Stock Unit represents a contingent right to receive one share of Sparton Corporation common stock or cash at the election of the Compensation Committee.
- (2) The Restricted Stock Units vest over a period of approximately four years, provided certain performance criteria are met.
- (3) The Stock Option vests at a rate of 25% per year commencing on September 11, 2015 and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.
- (4) The Stock Option vests at a rate of 25% per year commencing on September 10, 2016 and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.

Remarks:

Reporting Person's employment terminated 03/23/2018.

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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