

ESCALADE INC
Form 4
February 27, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Williams Edward E

(Last) (First) (Middle)
PO BOX 50
(Street)
CRYSTAL CITY, MO 63019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ESCALADE INC [esca]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2017

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 Ownership Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/26/2017		M		1,325	A	117,415 ⁽¹⁾	D	
Common Stock	02/27/2017		M		1,000	A	118,415 ⁽¹⁾	D	
Common Stock					14,999		⁽²⁾	I	PAW Family Limited Partnership, L.P.
Common Stock					37,039		⁽³⁾	I	Good Earth Tools, Inc.
Common					337,302		⁽⁴⁾	I	KPW Family

Stock

Limited Partnership

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1) (5)	02/26/2017		M	1,325	(6)	(6)	Common Stock	1,325
Restricted Stock Units	(1) (5)	02/27/2017		M	1,000	(7)	(7)	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Edward E PO BOX 50 CRYSTAL CITY, MO 63019		X		

Signatures

/s/EDWARD E. WILLIAMS
02/27/2017

**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) Restricted Stock Units (RSUs converted into common stock on a one-for-one basis.
- (2) Mr. Williams is a general partner of PAW Family Limited Partnership L.P.
- (3) Mr. Williams owns 33% of the outstanding shares of Good Earth Tools, Inc. and is an executive officer of same.
- (4) Mr. Williams is a general partner of KPW Family Limited Partnership.
- (5) Each RSU represents a right to receive one share of ESCA common stock granted pursuant to the Escalade, Incorporated 2007 Incentive Plan. Vested shares will be delivered to the reporting person as such time unless the reporting person has deferred receipt.

On February 26, 2016, the reporting person was granted 2,650 RSUs which vested one half on February 26, 2017 and were settled in
- (6) shares of common stock as being reported on this Form 4. The remaining 1,325 RSUs will vest on February 26, 2018 provided the reporting person remains a director through that date.
- (7) On February 27, 2015, the reporting person was granted 2,000 RSUs which vested one half on February 27, 2016 (as previously reported on Form 4) and one half on February 27, 2017 (as being reported on this Form 4). All RSUs were settled in shares of common stock.

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.