ACTUANT CORP Form 4 January 10, 2017

FORM 4

Check this box

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

(Middle)

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(b).

(Last)

1. Name and Address of Reporting Person * Wozniak Ted

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

ACTUANT CORP [ATU]

3. Date of Earliest Transaction (Month/Day/Year) 01/06/2017

N86 W12500 WESTBROOK **CROSSING**

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

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

VP Business Development

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MENOMONEE FALLS, WI 53051

(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)	Code (Instr. 8)	Cransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8) (A) or		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)	
Class A Common Stock	01/06/2017		Code V M	Amount 8,000	(D)	Price \$ 23.64	90,220	D	
Class A Common Stock	01/06/2017		S	8,000	D	\$ 26.64 (1)	82,220	D	
Class A Common Stock	01/09/2017		M	3,500	A	\$ 23.64	85,720	D	
Class A Common	01/09/2017		S	3,500	D	\$ 26.1 (2)	82,220	D	

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Class A Common Stock	01/10/2017	M	3,500	A	\$ 23.64	85,720	D	
Class A Common Stock	01/10/2017	S	3,500	D	\$ 26.51 (3)	82,220	D	
Class A Common Stock						5,262 <u>(4)</u>	I	By 401(k)
Class A Common Stock						15,692 (5)	I	By Deferred Compensation 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)

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. Transactio Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (6)	\$ 23.64	01/06/2017		M	8,000	<u>(7)</u>	01/16/2017	Class A Common Stock	8,000
Employee Stock Option (right to buy) (6)	\$ 23.64	01/09/2017		M	3,500	<u>(7)</u>	01/16/2017	Class A Common Stock	3,500
Employee Stock	\$ 23.64	01/10/2017		M	3,500	<u>(7)</u>	01/16/2017	Class A Common	3,500

Option Stock

(right to buy) (6)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wozniak Ted N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051

VP Business Development

Signatures

/s/ Eric Orsic, as Attorney-in-Fact 01/10/2017

**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).
- The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.60 to \$26.70.

 The undersigned undertakes to provide Actuant Corporation ("Actuant"), any security holder of Actuant or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (1) to this Form 4.
- The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.10 to \$26.13.

 The undersigned undertakes to provide Actuant, any security holder of Actuant or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.
- The price in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.50 to \$26.53.

 The undersigned undertakes to provide Actuant, any security holder of Actuant or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4
- Represents the best estimate of the number of share equivalents held by the reporting person in the unitized stock fund of the Actuant (4) 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of stock of Actuant in the fund to other investments.
- (5) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan.
- (6) Option granted under the Actuant Corporation 2002 Stock Option Plan.
- (7) Fifty percent of the option became exercisable on 01/16/2010, and the balance became exercisable on 01/16/2012.

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.

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