

CLARK JAMES RODERICK
Form 4
June 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
CLARK JAMES RODERICK

(Last) (First) (Middle)

6 CHESTERFIELD
GARDENS, 3RD FLOOR

(Street)

LONDON W1J 5BQ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Enesco plc [ESV]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2012

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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Ordinary Shares	06/01/2012		M		1,412 A <u>(1)</u>	17,544 <u>(2)</u>	D
Class A Ordinary Shares	06/01/2012		F		1,290 <u>(3)</u> \$ 44.19	16,254	D

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

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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)	Amount or Number of Shares
Restricted Share Units ⁽⁴⁾	<u>(1)</u>	06/01/2012		M	1,412	06/01/2012 ⁽⁵⁾	Class A Ordinary Shares	1,412
Restricted Share Units	<u>(6)</u>	06/01/2012		A	5,205	⁽⁵⁾ ⁽⁵⁾	Class A Ordinary Shares	5,205

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK JAMES RODERICK 6 CHESTERFIELD GARDENS 3RD FLOOR LONDON W1J 5BQ	X			

Signatures

/s/ Elizabeth Wright, by Power of Attorney 06/05/2012

^{__}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).
- Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law. In connection with the transaction reported above, the reporting person paid \$98.50 to Enscop plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 427 shares were withheld and not issued to satisfy certain tax withholding obligations.
- (1) Total amount has been reduced by 4,236. See footnote 4.
 - (2) These shares were withheld to satisfy tax withholding obligations that arose upon vesting.
 - (3) The initial grant of 4,236 restricted share units was originally reported in Table 1 of the reporting person's Form 4 filed on June 3, 2011.
 - (4) The restricted share units vest in three equal annual installments.
 - (5)
 - (6)

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Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law.

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.