

Dobbins James Wells
 Form 4
 March 22, 2019

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 *
 Dobbins James Wells

(Last) (First) (Middle)

5201 INTERCHANGE WAY

(Street)

LOUISVILLE, KY 40229

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Turning Point Brands, Inc. [TPB]

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

03/20/2019

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)

GC, Secretary, Sr. VP

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 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	S
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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
Options (2019) <u>(5)</u>	\$ 47.58	03/20/2019			A		11,500		<u>(7)</u>	03/20/2029	Common Stock	11,500
Options (2018) <u>(5)</u>	\$ 21.21								<u>(1)</u>	03/07/2028	Common Stock	9,000
Options (2017) <u>(5)</u>	\$ 15.41								<u>(2)</u>	05/17/2027	Common Stock	6,850
Options (2014) <u>(6)</u>	\$ 3.83								<u>(3)</u>	08/08/2024	Common Stock	5,216
Options (2011) <u>(6)</u>	\$ 3.83								<u>(4)</u>	08/25/2021	Common Stock	31,296

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dobbins James Wells 5201 INTERCHANGE WAY LOUISVILLE, KY 40229			GC, Secretary, Sr. VP	

Signatures

James Dobbins 03/22/2019

**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) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2019, 33% of the underlying shares on January 1, 2020 and 33% of the underlying shares on January 1, 2021.
- (2) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2018, 33% of the underlying shares on January 1, 2019 and 33% of the underlying shares on January 1, 2020.
- (3) The options vested and became exercisable as to 50% of the underlying shares on August 8, 2014, 25% of the underlying shares on August 8, 2015 and 25% of the underlying shares on August 8, 2016.

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- The options vested and became exercisable as to 50% of the underlying shares on August 25, 2011, 16.66% of the underlying shares on
- (4) August 25, 2012, 16.66% of the underlying shares on August 25, 2013 and the remaining 16.66% of the underlying shares on August 25, 2014.
 - (5) Granted pursuant to the issuer's 2015 Equity Incentive Plan.
 - (6) Granted pursuant to the issuer's 2006 Equity Incentive Plan.
 - (7) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2020, 33% of the underlying shares on January 1, 2021 and 33% of the underlying shares on January 1, 2022.

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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