Roser Craig Form 4 February 26, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

0.5

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Roser Craig

2. Issuer Name and Ticker or Trading

Symbol

SUN HYDRAULICS CORP

[SNHY]

(Last) (First) (Middle)

1500 WEST UNIVERSITY **PARKWAY**

(Street)

(State)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

02/22/2019

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below) Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

SARASOTA, FL 34243

(City)

Common

Common

Stock

Stock

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. TransactionAcquired (A) or Code (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5) (A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price 19,525.7333

or

(1)

322,009 $I^{(2)}$

D

BY ESOP **TRUST**

(9-02)

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Sha
Performance-Based Restricted Stock Units	\$ 0 (3)	02/22/2019		A	1,881	<u>(4)</u>	<u>(4)</u>	Common Stock	1,8
Restricted Stock Units	\$ 0 (5)	02/22/2019		A	1,881	<u>(6)</u>	<u>(6)</u>	Common Stock	1,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Roser Craig 1500 WEST UNIVERSITY PARKWAY SARASOTA, FL 34243			Officer			

Signatures

Gregory C. Yadley, as Attorney-in-Fact for Craig
Roser

02/26/2019

**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).
- Includes shares purchased through the Sun Hydraulics Corporation Employee Stock Purchase Plan (9.5765 during the quarter ended (1) March 31, 2018, 10.687 during the quarter ended June 30, 2018, 10.7104 during the quarter ended September 29, 2018, and 15.5844 during the quarter ended December 29, 2018).
- (2) Reflects allocations of shares under the Sun Hydraulics Corporation Employee Stock Ownership Plan.
 - Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 150% of one share of Sun Hydraulics common stock (Common Stock). The number of shares of Common Stock acquired upon vesting of the performance-based
- (3) RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the first day of the Company's fiscal year ending December 28, 2019 and ending on the last day of the Company's fiscal year ending January 1, 2022.
- (4) Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more than 150% of one share of Common Stock after the determination of the achievement of the performance goals during the three-year

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performance period ending on the last day of the Company's fiscal year ending January 1, 2022.

- (5) Each RSU represents the right to receive, following vesting, one share of Common Stock.
- (6) Unless earlier forfeited under the terms of the RSU, 33-1/3% of the awards vest and convert into Common Stock on each anniversary of the grant date.

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.