

Nealis Melanie M
Form 4
February 26, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nealis Melanie M

2. Issuer Name **and** Ticker or Trading
Symbol
SUN HYDRAULICS CORP
[SNHY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1500 WEST UNIVERSITY
PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Legal & Compliance Offic

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SARASOTA, FL 34243

(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)	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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nun of Sha
Performance-Based Restricted Stock Units	\$ 0 <u>(1)</u>	02/22/2019	A		4,117		<u>(2)</u>	<u>(2)</u>	Common Stock	4,
Restricted Stock Units	\$ 0 <u>(3)</u>	02/22/2019	A		4,117		<u>(4)</u>	<u>(4)</u>	Common Stock	4,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nealis Melanie M 1500 WEST UNIVERSITY PARKWAY SARASOTA, FL 34243			Chief Legal & Compliance Offic	

Signatures

Gregory C. Yadley, as Attorney-in-Fact for Melanie M. Nealis

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).

(1) 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 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.

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

(3) Each RSU represents the right to receive, following vesting, one share of Common Stock.

(4) 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.

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