

Matthiesen Janet L
 Form 4
 March 20, 2018

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 *
 Matthiesen Janet L

2. Issuer Name and Ticker or Trading Symbol
 RAVEN INDUSTRIES INC
 [RAVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 PO BOX 5107
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2018

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President Human Resources

SIOUX FALLS, SD 57117

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/19/2018		A		3,436	<u>A</u> (1)	\$ 0 7,725
Common Stock	03/19/2018		F		924	<u>D</u> (2)	\$ 0 6,801

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

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 (9-02)

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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)	8. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option ⁽³⁾	\$ 32.75					04/01/2015	04/01/2019	Common Stock	2,375
Stock Option ⁽³⁾	\$ 20.1					03/17/2016	03/17/2020	Common Stock	16,800
Stock Option ⁽³⁾	\$ 15.61					04/05/2017	04/05/2021	Common Stock	19,500
Stock Option ⁽³⁾	\$ 29.2					04/05/2018	04/05/2022	Common Stock	5,700
Restricted Stock Unit - 2016	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	2,720
Restricted Stock Unit - 2017	⁽⁴⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matthiesen Janet L PO BOX 5107 SIOUX FALLS, SD 57117			Vice President Human Resources	

Signatures

/s/ Janet L
Matthiesen
03/20/2018

**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) Grant of 3,436 Performance-based shares which vested on March 17, 2018 and includes 235 dividend equivalent shares earned on those shares.
- (2) Shares forfeited to satisfy tax withholding requirements.
- (3) Pursuant to Rule 16b-3(d). Right to buy. All options vest at the rate of 25% annually beginning on the date listed in Exercisable, column 6.
- (4) Each Time-based Restricted Stock Unit is the economic equivalent of one share of RAVN Common Stock.
- (5) The Time-based Restricted Stock Units shall become vested on the third anniversary of the effective date 4/5/16, provided that the Employee remains continuously employed by the Company through the Vesting Date.
- (6) The Time-based Restricted Stock Units shall become vested on the third anniversary of the effective date 4/5/17, provided that the Employee remains continuously employed by the Company through the Vesting 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.