

Burke Damian
Form 4
March 06, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Burke Damian

2. Issuer Name **and** Ticker or Trading
Symbol
Kraton Performance Polymers, Inc.
[KRA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP - Corporate Development

C/O KRATON PERFORMANCE
POLYMERS, 15710 JOHN F.
KENNEDY BLVD. SUITE 300

(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

HOUSTON, TX 77032

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/04/2013		A		3,524 (1)	A	\$ 0 8,796 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. D S (I																											
<table border="0" style="width: 100%;"> <tr> <td></td><td></td><td></td><td></td><td>Code</td><td>V</td><td>(A)</td><td>(D)</td><td></td></tr> <tr> <td>Employee Options (Right to Buy)</td><td>\$ 23.84</td><td>03/04/2013</td><td></td><td>A</td><td></td><td>6,753</td><td><u>(2)</u></td><td>03/04/2023</td></tr> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td>Common Stock</td><td>6,753</td></tr> </table>													Code	V	(A)	(D)		Employee Options (Right to Buy)	\$ 23.84	03/04/2013		A		6,753	<u>(2)</u>	03/04/2023								Common Stock	6,753
				Code	V	(A)	(D)																												
Employee Options (Right to Buy)	\$ 23.84	03/04/2013		A		6,753	<u>(2)</u>	03/04/2023																											
							Common Stock	6,753																											

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Burke Damian C/O KRATON PERFORMANCE POLYMERS 15710 JOHN F. KENNEDY BLVD. SUITE 300 HOUSTON, TX 77032	VP - Corporate Development

Signatures

/s/ James L. Simmons as Attorney-in-Fact for Damian
Burke

03/06/2013

__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 award shall vest in full on the third anniversary of the grant date, March 4, 2013, subject to the executive's being employed by the company on the vesting date.
- (2) The options shall vest with respect to one-third of the underlying common stock on each of the first three anniversaries of the grant date, March 4, 2013, subject to the executive's being employed by the company on 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.
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