

TUFANO PAUL J  
Form 4  
February 22, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TUFANO PAUL J

2. Issuer Name and Ticker or Trading Symbol  
BENCHMARK ELECTRONICS INC [BHE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
56 SOUTH ROCKFORD DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/20/2019

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

TEMPE, AZ 85251

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common stock                    | 02/20/2019                           |  | A                              | 55,369 (1) A \$ 0   | 143,736   | D  |   |
| Common stock                    | 02/20/2019                           |  | M(3)                           | 49,615 A \$ 0 (3)   | 193,351   | D  |   |
| Common stock                    | 02/20/2019                           |  | F                              | 16,254 (4) D \$ 28.09   | 177,097   | D  |   |

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

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number.

**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 Underlying (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date                          | Title        |
| Performance-based Restricted Stock Units   | \$ 0   | 02/20/2019                           |  | A                              | 55,370  | (2)  | (2)                                      | Common Stock |
| Performance-based Restricted Stock Units   | \$ 0   | 02/20/2019                           |  | D                              | 7,710   | (3)  | (3)                                      | Common Stock |
| Performance-based Restricted Stock Units   | \$ 0   | 02/20/2019                           |  | M                              | 49,615  | (3)  | (3)                                      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| TUFANO PAUL J<br>56 SOUTH ROCKFORD DRIVE<br>TEMPE, AZ 85251 | X             |           | CEO     |       |

## Signatures

/s/ James Walker by Power of Attorney for Paul J. Tufano  
Date: 02/22/2019

\_\_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) These shares are represented by a restricted stock unit award bearing the right to receive Common Shares and are scheduled to vest in two equal installments on December 31, 2019 and December 31, 2020.  
This reflects the target number of performance-based restricted stock units awarded. Actual awards may vary from as low as zero to as high as 2.5 times the target. As soon as reasonably practicable following the end of the Performance Period (beginning on January 1, 2019 and ending on December 31, 2020) and in no event later than March 15, 2021, the number of shares that may ultimately be earned will be determined and issued.
- (3)

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Based on the Company performance during the two-year performance period ending December 31, 2018, approximately 86.55% of the performance-based restricted stock units vested (as previously disclosed the reporting person had the opportunity to earn up to 250% of the number originally reported).

(4) These shares are being withheld to cover taxes related to the vesting of performance-based restricted stock units.

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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