

Rommel Douglas W
 Form 4
 April 30, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Rommel Douglas W

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN GREETINGS CORP
 [AM]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE AMERICAN ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/26/2013

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

CLEVELAND, OH 44144
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Shares | 04/26/2013 | | A | 9,611 (1) | A \$ 0 56,628.722 (2) | D | |
| Class A Common Shares | | | | | 9,933.56 (3) | I | by Prof. Shar. Plan |

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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rommel Douglas W ONE AMERICAN ROAD CLEVELAND, OH 44144 | | | Senior Vice President | |

Signatures

Christopher W. Haffke, Power of Attorney for Douglas W. Rommel

 **Signature of Reporting Person

04/30/2013

 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) Represents performance shares granted to the reporting person on May 25, 2012, and credited to the account of the reporting person. The reporting person's right to receive the common shares represented by these performance shares is subject to vesting where the performance shares will vest, and the underlying shares will be issued, on February 28, 2015, based on the continued employment of the reporting person. Under the terms of the agreement and plan of merger (the "Merger Agreement"), dated March 29, 2013, by and among American Greetings Corporation, Century Intermediate Holding Company ("Parent"), and Century Merger Company, a wholly-owned subsidiary of Parent, if the merger contemplated thereby is completed, it is expected that these performance shares would remain outstanding and be subject to existing terms and conditions, except that the performance shares would represent only the right to receive a cash payment upon vesting rather than Class A common shares.
 - (2) Includes increases in holdings pursuant to reporting person's participation in American Greetings Dividend Reinvestment Program.
 - (3) Represents amounts held in the issuer stock fund of the American Greetings Retirement Profit Sharing and Savings Plan. The reporting person's ownership interest in the stock fund is represented by "units," which consist of the issuer's Class A common shares and a small cash reserve fund. The amount reported reflects the estimated number of Class A common shares and per share price represented by the "units" held by the reporting person.

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.