

EnerSys
Form 4
January 04, 2017

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 *
Aschke Holger P

(Last) (First) (Middle)

C/O ENERSYS, 2366 BERNVILLE ROAD

(Street)

READING, PA 19605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EnerSys [ENS]

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President - EMEA

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/30/2016 | | A | | 1,0994 (1) | A | \$ 0 24,440.4749 |
| Common Stock | 12/30/2016 | | A | | 1,5588 (2) | A | \$ 0 24,442.0336 |
| Common Stock | 12/30/2016 | | A | | 9,2784 (3) | A | \$ 0 24,451.312 |
| Common Stock | 12/30/2016 | | A | | 2,1359 (4) | A | \$ 0 24,453.4479 |
| Common Stock | 12/30/2016 | | A | | 9,7501 (5) | A | \$ 0 24,463.198 |

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| | | | | | | | |
|--------------|------------|---|----------------|---|------|-------------|---|
| Common Stock | 12/30/2016 | A | 7.8701 (6) | A | \$ 0 | 24,471.0681 | D |
| Common Stock | 12/30/2016 | A | 12.8115 (7) | A | \$ 0 | 24,483.8796 | 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.

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(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 (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. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Aschke Holger P C/O ENERSYS 2366 BERNVILLE ROAD READING, PA 19605 | | | President - EMEA | |

Signatures

Karen J. Yodis, by Power of Attorney
Date: 01/04/2017

**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 were granted in the form of Restricted Stock Units ("RSUs"), in connection with the cash dividend paid on December 30, 2016 to stockholders of record as of December 16, 2016 (the "Dividend"), with respect to 470 unvested RSUs granted to the reporting

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person on May 13, 2013, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (2) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 672 unvested RSUs granted to the reporting person on May 12, 2014, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (3) These shares were granted in the form of MSUs, in connection with the Dividend, with respect to 4,000 unvested MSUs granted to the reporting person on May 12, 2014, and adjusted for previously declared and paid cash dividends. These MSUs will vest and are payable concurrent with the underlying MSUs.

- (4) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 931 unvested RSUs granted to the reporting person on May 12, 2015, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (5) These shares were granted in the form of MSUs, in connection with the Dividend, with respect to 4,250 unvested MSUs granted to the reporting person on May 12, 2015, and adjusted for previously declared and paid cash dividends. These MSUs will vest and are payable concurrent with the underlying MSUs.

- (6) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 3,472 unvested RSUs granted to the reporting person on May 16, 2016, and adjusted for a previously declared and paid cash dividend. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (7) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 5,652 unvested PSUs granted to the reporting person on May 16, 2016, and adjusted for a previously declared and paid cash dividend. These PSUs will vest and are payable concurrent with the underlying PSUs.

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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