

SPARTON CORP
Form 4
February 09, 2016

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 *
Wood Cary B

(Last) (First) (Middle)
425 NORTH MARTINGALE
ROAD, SUITE 1000
(Street)

SCHAUMBURG, IL 60173

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPARTON CORP [SPA]

3. Date of Earliest Transaction (Month/Day/Year)
02/05/2016

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)
CEO & President

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)
				(A) Amount (D) Price			
Common Stock	02/05/2016		D	39,321 D \$ 0	172,757	D	

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	₹	02/05/2016		D		(2)	(2)	Common Stock	64,858
Stock Option	\$ 0	02/05/2016		D		(3)	09/10/2025	Common Stock	46,859
Stock Option	\$ 0	02/05/2016		D		(4)	09/11/2024	Common Stock	39,442

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Cary B 425 NORTH MARTINGALE ROAD SUITE 1000 SCHAUMBURG, IL 60173	X		CEO & President	

Signatures

Carrie Leahy, Attorney-in-Fact by Power of Attorney
 Date: 02/09/2016
 **Signature of Reporting Person

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) Each Restricted Stock Unit represents a contingent right to receive one share of Sparton Corporation common stock or cash at the election of the Compensation Committee. Reporting person will forfeit the Restricted Stock Unit at the end of the performance period if some or all of the units do not vest.
- (2) The Restricted Stock Units will vest over a period of approximately four years, provided certain performance criteria are met.
- (3) The stock option vests at a rate of 25% per year commencing on September 10, 2016, and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.
- (4) The stock option vests at a rate of 25% per year commencing on September 11, 2015, and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.

Remarks:

Reporting person's employment terminated 02/05/2016.

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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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