

NATIONAL PRESTO INDUSTRIES INC
 Form 4
 February 06, 2015

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 *
 COHEN MARYJO R

2. Issuer Name and Ticker or Trading Symbol
 NATIONAL PRESTO INDUSTRIES INC [NPK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3925 N HASTINGS WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/05/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chair of Board, President, CEO

EAU CLAIRE, WI 54703

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common stock \$1.00 par value	02/05/2015		A		1,378 (1)	A	\$ 0
Common stock \$1.00 par value					3,452	I	401(k) plan
Common stock \$1.00 par value					1,338,712	I	Voting trust (2)

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

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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 Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHEN MARYJO R 3925 N HASTINGS WAY EAU CLAIRE, WI 54703	X	X	Chair of Board, President, CEO	

Signatures

Colleen J Leahy 02/06/2015

**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 number stated herein identifies shares of restricted stock granted in accordance with the Incentive Compensation Plan, which was adopted by the shareholders on May 18, 2010 (the "Plan"). Unless vested earlier in accordance with the Plan, these restricted stock shares will vest on March 15, 2020.

(2) These shares represent voting trust certificates issued under the Voting Trust Agreement dated December 4, 1989, of which reporting person is the trustee. The filing of this report shall not be construed as an admission by Ms. Cohen that, for the purpose of Section 16 of the Securities and Exchange Act of 1934, she is the beneficial owner of any securities referred to under the category of indirect ownership in this report. Any such beneficial ownership is expressly disclaimed.

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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