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NORTH AMERICAN GALVANIZING & COATINGS INC

Form 4

January 21, 2009

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KLEMANN GILBERT L II Issuer Symbol NORTH AMERICAN (Check all applicable) **GALVANIZING & COATINGS** INC [NGA] X_ Director 10% Owner Officer (give title Other (specify (Last) (First) (Middle) 3. Date of Earliest Transaction below) (Month/Day/Year) 5314 S YALE AVENUE SUITE 01/20/2009 1000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **TULSA, OK 74135** (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership Indirect (Instr. 3) Code Beneficially Form: Beneficial (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Direct (D) Ownership or Indirect (Instr. 4) Following Reported (I) (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Price Code V Amount (D) **COMMON** STOCK, 01/20/2009 Α 13,333 A (1) 214,617 D \$.10 PAR BY THE **COMMON** COMPANY'S 102,937 Ι STOCK. DIRECTOR \$.10 PAR STOCK UNIT **TRUST**

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate	Amoun	it of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manust		
									Amount		
						Date Expiration Exercisable Date	Expiration		or N		
							Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KLEMANN GILBERT L II 5314 S YALE AVENUE SUITE 1000 X TULSA, OK 74135

Signatures

/S/ GILBERT L. KLEMANN, II BY BETH B. HOOD, ATTORNEY-IN-FACT

01/21/2009

**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).
- GRANT OF FORFEITABLE SHARES OF COMMON STOCK UNDER THE COMPANY'S 2004 INCENTIVE STOCK PLAN. THE

 (1) STOCK SHALL VEST ON THE EARLIEST OF TWO YEARS FROM DATE OF GRANT, DISABILITY, DEATH, RETIREMENT, OR CHANGE IN CONTROL.

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.

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