

DONNELLY TIMOTHY
 Form 4
 April 02, 2018

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 *
DONNELLY TIMOTHY

2. Issuer Name and Ticker or Trading Symbol
**AMERICAN VANGUARD CORP
 [AVD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**4695 MACARTHUR COURT,
 SUITE 1200**
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2018

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

NEWPORT BEACH, CA 92660

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)								
							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 11.49	03/30/2018	J ⁽¹⁾⁽²⁾		6,539	03/30/2018					12/30/2024	Common Stock	6,539	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONNELLY TIMOTHY 4695 MACARTHUR COURT, SUITE 1200 NEWPORT BEACH, CA 92660			See Remarks	

Signatures

/s/ Timothy J. Donnelly 04/02/2018
 **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 performance stock options arose from a target award of 6,883 such options that were awarded to reporting person on December 30, 2014 and, by their terms, were to vest and become exercisable, provided i) reporting person was continuously employed by the issuer through December 30, 2017, and ii) the Company met certain financial metrics over the period from January 1, 2015 through December 31, 2017. Those financial metrics included the relative growth of its earnings before income tax ("EBIT") compared to the median growth of EBIT of a certain group of industry peers (weighted at 50%), the relative growth of its net sales as compared to the median growth of net sales of that same group (weighted at 30%) and the relative growth of the fair market value of the Company's common stock as compared to the Russell 200 Index (weighted at 20%). The percentage of target options subject to vesting could range from 0% (for underperformance) to 200% (for outperformance).
- (2) (Continued from Footnote 1) Issuer has completed its measurement of the Company's financial performance over the measurement period and determined that reporting person is entitled to receive 195% of the target award. In this case, the reporting person would receive the product of 6,883 x 1.95 = 13,423 options, of which 6,539 are in addition to the target amount that had been reported in the Form 4 of the reporting person on or about the date of the award.

Remarks:

CAO, General Counsel & Secretary
 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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