

MATERION Corp  
Form 3/A  
February 19, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

Â Kelley Joseph P  
(Last) (First) (Middle)

6070 PARKLAND BLVD.  
(Street)

MAYFIELD HEIGHTS,Â OHÂ 44124  
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
01/01/2015

3. Issuer Name and Ticker or Trading Symbol  
MATERION Corp [MTRN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Vice President, Finance & CFO

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

01/06/2015

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 Beneficially Owned**

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

Date Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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|                           |            |            |              |       |          |   |   |
|---------------------------|------------|------------|--------------|-------|----------|---|---|
| Stock Appreciation Rights | 03/01/2015 | 03/01/2019 | Common Stock | 3,370 | \$ 29.45 | D | Â |
| Stock Appreciation Rights | 03/06/2013 | 03/06/2020 | Common Stock | 2,380 | \$ 28.32 | D | Â |
| Stock Appreciation Rights | 05/08/2014 | 05/08/2021 | Common Stock | 2,661 | \$ 33.29 | D | Â |
| Restricted Stock Unit     | Â (1)      | Â (1)      | Common Stock | 3,547 | \$ 0     | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                  | Other |
| Kelley Joseph P<br>6070 PARKLAND BLVD.<br>MAYFIELD HEIGHTS, OH 44124 | Â             | Â         | Â Vice<br>President,<br>Finance &<br>CFO | Â     |

## Signatures

Susan J. MacDonald/atty  
in fact

02/19/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each Restricted Stock Unit (RSU) is the economic equivalent of one share of Issuer's Common Stock. Each RSU vests on the third (1) anniversary of the date of grant and is payable in cash. The RSUs were granted on March 1, 2012 (1,474 RSUs); March 6, 2013 (1,054 RSUs); and May 8, 2014 (1,019 RSUs).

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.