

Fowler John F
Form 4
August 03, 2017

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 *
Fowler John F

(Last) (First) (Middle)

C/O DELPHI ASSET
MANAGEMENT CORP., 5525
KIETZKE LANE, SUITE 200

(Street)

RENO, NV 89511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ORACLE CORP [ORCL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2017

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)
EVP, Systems

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)
			Code	V	Amount or Price		
Common Stock	08/01/2017		M		23,437 A \$ 0		D
Common Stock	08/01/2017		M		23,437 A \$ 0		D
Common Stock	08/01/2017		F		24,459 (1) D \$ 50.16		D

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

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(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Stock Unit	\$ 0	08/01/2017		A	31,250 (2)	(2) (2)	Common Stock
Performance Stock Unit	\$ 0	08/01/2017		A	23,437 (3)	(3) (3)	Common Stock
Performance Stock Unit	\$ 0	08/01/2017		M	23,437 (3)	(3) (3)	Common Stock
Performance Stock Unit	\$ 0	08/01/2017		A	23,437 (4)	(4) (4)	Common Stock
Performance Stock Unit	\$ 0	08/01/2017		M	23,437 (4)	(4) (4)	Common Stock
Performance Stock Unit	\$ 0	08/02/2017		A	243,336 (5)	(5) (5)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fowler John F
C/O DELPHI ASSET MANAGEMENT CORP.
5525 KIETZKE LANE, SUITE 200
RENO, NV 89511

EVP, Systems

Signatures

/s/ Lori A. Clancy by Lori A. Clancy, Attorney-in-Fact for John Fowler (POA filed 04/29/16)

08/03/2017

**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) Shares withheld for payment of tax liability upon vesting of performance stock units.

(2)

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Represents amount of performance stock units earned from an award granted on July 24, 2014 based on the achievement of a performance target for the fiscal year ended May 31, 2017, as determined by the Compensation Committee on August 1, 2017. The earned amount vested immediately. The number of earned performance stock units represents 50% of the target number of performance stock units eligible to be earned for the third performance period. The performance goal measured year-over-year growth in Oracle's total revenues for its Engineered Systems and Storage products on a U.S. GAAP basis. The reporting person has elected to defer settlement of this award.

- (3) Represents amount of performance stock units earned from an award granted on July 2, 2015 based on the achievement of a performance target for the fiscal year ended May 31, 2017, as determined by the Compensation Committee on August 1, 2017. The earned amount vested immediately. The number of earned performance stock units represents 50% of the target number of performance stock units eligible to be earned for the second performance period. The performance goal measured year-over-year growth in Oracle's total revenues for its Engineered Systems and Storage products on a U.S. GAAP basis.

- (4) Represents amount of performance stock units earned from an award granted on June 30, 2016 based on the achievement of a performance target for the fiscal year ended May 31, 2017, as determined by the Compensation Committee on August 1, 2017. The earned amount vested immediately. The number of earned performance stock units represents 50% of the target number of performance stock units eligible to be earned for the first performance period. The performance goal measured year-over-year growth in Oracle's total revenues for its Engineered Systems and Storage products on a U.S. GAAP basis.

- (5) Represents dividend equivalents accrued with respect to earned performance stock units the reporting person has elected to defer. The number of dividend equivalents reported was calculated using Oracle's closing stock price on August 2, 2017 (\$49.77), the date on which dividends were paid on Oracle's common stock.

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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