

CATZ SAFRA

Form 4

August 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CATZ SAFRA

(Last) (First) (Middle)

C/O DELPHI ASSET MGMT
CORPORATION, 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)
08/02/2018

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) Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/02/2018		M		257,810	A	\$ 0	844,823	D
Common Stock	08/02/2018		M		210,936	A	\$ 0	1,055,759	D
Common Stock	08/02/2018		M		210,936	A	\$ 0	1,266,695	D
Common Stock	08/02/2018		F		310,756 ⁽¹⁾	D	\$ 47.9	955,939	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance Stock Unit	\$ 0	08/02/2018		A	257,810 (2)	(2) (2)	Common Stock
Performance Stock Unit	\$ 0	08/02/2018		M	257,810 (2)	(2) (2)	Common Stock
Performance Stock Unit	\$ 0	08/02/2018		A	210,936 (3)	(3) (3)	Common Stock
Performance Stock Unit	\$ 0	08/02/2018		M	210,936 (3)	(3) (3)	Common Stock
Performance Stock Unit	\$ 0	08/02/2018		A	210,936 (4)	(4) (4)	Common Stock
Performance Stock Unit	\$ 0	08/02/2018		M	210,936 (4)	(4) (4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CATZ SAFRA C/O DELPHI ASSET MGMT CORPORATION 5525 KIETZKE LANE, SUITE 200 RENO, NV 89511	X Chief Executive Officer

Signatures

/s/Lori A. Clancy by Lori A. Clancy, Attorney in Fact for Safra Catz (POA Filed 03-29-16)

08/03/2018

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

Represents amount of performance stock units earned from awards granted on July 24, 2014 and October 5, 2014 based on the achievement of performance targets for the fiscal year ended May 31, 2018, as determined by the Compensation Committee on August 2, 2018. The earned amount vested immediately. The number of earned performance stock units represents 150% of the target number of performance stock units eligible to be earned for the third performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

- (3) Represents amount of performance stock units earned from an award granted on July 2, 2015 based on the achievement of performance targets for the fiscal year ended May 31, 2018, as determined by the Compensation Committee on August 2, 2018. The earned amount vested immediately. The number of earned performance stock units represents 150% of the target number of performance stock units eligible to be earned for the second performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

- (4) Represents amount of performance stock units earned from an award granted on June 30, 2016 based on the achievement of performance targets for the fiscal year ended May 31, 2018, as determined by the Compensation Committee on August 2, 2018. The earned amount vested immediately. The number of earned performance stock units represents 150% of the target number of performance stock units eligible to be earned for the first performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

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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