KMG CHEMICALS INC

Form 4

January 25, 2013

FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

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response...

5 Relationship of Reporting Person(s) to

1(b).

Common

Common

Stock

Stock

01/23/2013

01/24/2013

(Print or Type Responses)

1. Name and Address of Reporting Person *

HATCHER DAVID L				Symbol KMG CHEMICALS INC [KMG]					Issuer (Check all applicable)				
		(M			3. Date of Earliest Transaction (Month/Day/Year) 01/22/2013					DirectorX 10% Owner Officer (give title Other (specify below)			
	HOUSTON	(Street)		. If Amendmer iled(Month/Day		_	al	<i>F</i> - -	5. Individual or Joi Applicable Line) X_Form filed by Or Form filed by Mo Person	ne Reporting Per	rson		
	(City)	(State)	(Zip)	Table I - N	on-l	Derivative	e Secu		ired, Disposed of,	or Beneficiall	y Owned		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Trans Code	. 8)	4. Securi oror Dispo (Instr. 3,	sed of 4 and (A) or		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)		
	Common Stock	01/22/2013		S		3,000	D	18.5306 (1)	2,147,994	D			

\$

(2)

(3)

D

D

18.8276 2,144,994

19.0313 2,138,994

D

D

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

S

S

3,000

6.000

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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 a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date Ex	Expiration	01			
						Exercisable	Date				
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HATCHER DAVID L 9555 W. SAM HOUSTON PKWY S. SUITE 600 HOUSTON, TX 77099

X

Signatures

Roger C Jackson POA from David L Hatcher

01/25/2013

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.3000 to \$18.7000, inclusive. The reporting person undertakes to provide KMG Chemicals, Inc., any security holder of KMG Chemicals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.7200 to \$19.0100, inclusive. The reporting person undertakes to provide KMG Chemicals, Inc., any security holder of KMG Chemicals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3)

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.8000 to \$19.1000, inclusive. The reporting person undertakes to provide KMG Chemicals, Inc., any security holder of KMG Chemicals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

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.