

KMG CHEMICALS INC  
 Form 5  
 August 02, 2013

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**HATCHER DAVID L**

(Last) (First) (Middle)

**9555 W. SAM HOUSTON PKWY  
 S., SUITE 600**

(Street)

**HOUSTON, TX 77099**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KMG CHEMICALS INC [KMG]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**07/31/2013**

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount	or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	2,014,064 (1)	D	Â
Common Stock	11/17/2011	Â	S4	1,167	D	\$ 15.0257 (2)	2,012,897	D	Â
Common Stock	04/12/2012	Â	S4	2,600	D	\$ 18.0988 (3)	2,010,297	D	Â

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Common Stock	04/20/2012	Â	S4	300	D	\$ 17.765 (4)	2,009,997	D	Â
Common Stock	11/08/2012	Â	S4	2,500	D	\$ 16.8535 (5)	2,007,497	D	Â

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HATCHER DAVID L 9555 W. SAM HOUSTON PKWY S. SUITE 600 HOUSTON, TX 77099	Â	Â X	Â	Â

## Signatures

Roger C Jackson POA from David L Hatcher  
Date: 08/02/2013

\*\*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).
- (1) To correct mathematical error of 2000 shares filed on 8/31/2011 in total securities beneficially owned and of 69000 shares filed on 3/21/2013.
- (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 \$15.0000 to \$15.0700, 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 5.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.0000 to \$18.2500, 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 5.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.7500 to \$17.7850, 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 (4) to this Form 5.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.5700 to \$16.9800, 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 (5) to this Form 5.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.