

MORRIS DAVID F
 Form 4
 February 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
MORRIS DAVID F

(Last) (First) (Middle)
 17988 EDISON AVE.
 (Street)

CHESTERFIELD, MO 63005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Aegion Corp [AEGN]

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2018

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)
 EVP, Interim CFO & GC

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 <u>(1)</u> | 02/18/2018 | | F | | 7,742 | D | \$ 24.14 | |
| Common Stock <u>(2)</u> | 02/18/2018 | | F | | 2,651 | D | \$ 24.14 | |
| Common Stock <u>(3)</u> | 02/18/2018 | | F | | 11,424 | D | \$ 24.14 | |
| Common Stock <u>(4)</u> | 02/19/2018 | | A | | 13,463 | A | \$ 0 | |
| Common Stock | | | | | | | 3,500 | |
| | | | | | | | | Individual Retirement Account |

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) In connection with the vesting of the reporting person's February 18, 2015 restricted stock unit award (18,873 shares issued), the reporting person surrendered 7,742 shares of the Company's common stock, \$0.01 par value per share ("Common Stock"), to the issuer for payment of tax liabilities in connection with the vesting of the restricted stock units.

(2) In connection with the vesting of the reporting person's February 18, 2015 restricted stock unit award (6,568 shares issued), the reporting person surrendered 2,651 shares of the issuer's Common Stock to the issuer for payment of tax liabilities in connection with the vesting of the restricted stock units.

(3) In connection with the vesting of the reporting person's February 18, 2015 performance unit award (28,310 shares issued), the reporting person surrendered 11,424 shares of the issuer's Common Stock to the issuer for payment of tax liabilities in connection with the vesting of the performance units.

(4) Annual award of restricted stock units pursuant to the Company's 2016 Employee Equity Incentive Plan, as amended. Each restricted stock unit represents a contingent right to receive one share of Common Stock.

(5) The reporting person acquired beneficial ownership of these shares upon his marriage to the owner of the shares. The reporting person disclaims that he is the beneficial owner of these shares.

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.