

MORRIS DAVID F
 Form 4
 February 20, 2019

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)
 02/18/2019

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 & Chief Financial 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 <u>(1)</u>	02/18/2019		A		10,441	A	\$ 0
Common Stock <u>(2)</u>	02/18/2019		F		4,363	D	\$ 20.24
Common Stock <u>(3)</u>	02/18/2019		A		16,057	A	\$ 0
Common Stock							3,500
							26,135
						I	Individual Retirement Account
						I	By spouse

Common Stock ⁽⁴⁾	2,950	I	By spouse in Individual Retirement Account
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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date
Exercisable

Expiration
Date

Title

Amount
or
Number
of
Shares

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORRIS DAVID F 17988 EDISON AVE. CHESTERFIELD, MO 63005			EVP & Chief Financial Officer	

Signatures

/s/ Mark A. Menghini, as Attorney-in-Fact for David F. Morris

02/20/2019

**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) Vesting of performance units granted to the reporting person on February 24, 2016 as part of the Company's 2016-2018 performance unit grant.

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- In connection with the vesting of the reporting person's February 24, 2016 performance unit award (10,441 shares issued), the reporting person surrendered 4,363 shares of the issuer's Class A common stock, \$0.01 par value per share ("Common Stock"), to the issuer for payment of tax liabilities.
- (2) 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.
 - (3) 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.

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