

UNIVERSAL DISPLAY CORP \PA\
 Form 4
 December 14, 2015

FORM 4

**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).

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 *
HARTLEY C KEITH

(Last) (First) (Middle)

C/O UNIVERSAL DISPLAY CORPORATION, 375 PHILLIPS BLVD.

(Street)

EWING, NJ 08618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL DISPLAY CORP \PA\ [OLED]

3. Date of Earliest Transaction (Month/Day/Year)
 12/10/2015

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 12/10/2015 | | M | | 14,150 A \$ 10.51 | 87,199 | D |
| Common Stock | 12/10/2015 | | S | | 14,150 D \$ 55.81 (1) | 73,049 | D |
| Common Stock | 12/11/2015 | | M | | 10,850 A \$ 10.51 | 83,899 | D |
| Common Stock | 12/11/2015 | | S | | 10,850 D \$ 53.34 | 73,049 | D |

(2)

Common Stock 23,528 I By Plan ⁽³⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non Employee Stock Option (right to buy) | \$ 10.51 | 12/10/2015 | | M | 14,150 | 12/30/2005 12/30/2015 | Common Stock 14,150 |
| Non Employee Stock Option (right to buy) | \$ 10.51 | 12/11/2015 | | M | 10,850 | 12/30/2005 12/30/2015 | Common Stock 10,850 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARTLEY C KEITH C/O UNIVERSAL DISPLAY CORPORATION 375 PHILLIPS BLVD. EWING, NJ 08618 | X | | | |

Signatures

/s/ C. Keith Hartley (by Sidney D. Rosenblatt as power of attorney)

12/14/2015

__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).

Represents the weighted average of a range of sale prices per share from \$55.50 to \$55.91. The reporting person undertakes to provide to
(1) the staff of the Securities and Exchange Commission, the Company or any shareholder of the Company, upon request, full information regarding the number of shares sold at each separate price.

Represents the weighted average of a range of sale prices per share from \$53.11 to \$53.45. The reporting person undertakes to provide to
(2) the staff of the Securities and Exchange Commission, the Company or any shareholder of the Company, upon request, full information regarding the number of shares sold at each separate price.

(3) Mr. Hartley's Defined Benefit Pension Plan.

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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