

HEINZ H J CO  
Form 4  
June 19, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Woodward David Clive

(Last) (First) (Middle)

H. J. HEINZ COMPANY, P.O BOX  
57

(Street)

PITTSBURGH, PA 15230

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
HEINZ H J CO [HNZ]

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

06/07/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

EVP - President and CEO HNA

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)
Common Stock, \$.25 Par Value	06/07/2013		D	V 59,770 D 0	0	D	

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)

# Edgar Filing: HEINZ H J CO - Form 4

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
Employee Stock Option (Right to Buy)	\$ 39.03	08/24/2009		D	V 12,290	<u>(2)</u>	08/24/2016	Common Stock, \$.25 Par Value	12,290
Employee Stock Option (Right to Buy)	\$ 46.42	09/03/2010		D	V 45,052	<u>(2)</u>	09/03/2017	Common Stock, \$.25 Par Value	45,052
Employee Stock Option (Right to Buy)	\$ 52.19	08/29/2011		D	V 50,755	<u>(2)</u>	08/29/2018	Common Stock, \$.25 Par Value	50,755
Employee Stock Option (Right to Buy)	\$ 55.72	08/31/2012		D	V 82,902	<u>(2)</u>	08/31/2022	Common Stock, \$.25 Par Value	82,902

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodward David Clive H. J. HEINZ COMPANY P.O BOX 57 PITTSBURGH, PA 15230			EVP - President and CEO HNA	

## Signatures

/s/ Patrick J. Guinee, Attorney-in-Fact for David C.  
Woodward

06/19/2013

\_\_\_\_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) Disposed of pursuant to merger agreement among issuer and Hawk Acquisition Holding Corporation and Hawk Acquisition Sub, Inc. in exchange for a cash payment of \$72.50 per share.  
  
This option, which provided for vesting in four equal installments beginning on the first anniversary of the date of the grant, was  
(2) canceled in the merger in exchange for a cash payment representing the difference between the exercise price of the option and the market value of the underlying Heinz common stock on the effective date of the merger (\$72.50 per share).

### Remarks:

- (1) \*\*This form is filed for the avoidance of doubt based upon the previously-announced merger agreement among issuer and

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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