Hilton Michael F
Form 4
March 08, 2018

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer subject to |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to <br> Section 16 | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| Form 5 obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1(b). |  |  |

(Print or Type Responses)


| (City) | (State) | p) 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. <br> Transactio <br> Code <br> (Instr. 8) <br> Code V | 4. Securit or Dispos (Instr. 3, 4 <br> Amount | es Ac of and 5 <br> (A) or (D) | quired (A) <br> D) <br> Price | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) <br> (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 03/06/2018 |  | M | 16,000 | A | \$ 43.32 | 225,774 | D |  |
| Common <br> Stock | 03/06/2018 |  | S | 16,000 | D | $\begin{aligned} & \$ \\ & 136.78 \\ & \underline{(1)} \end{aligned}$ | 209,774 | D (2) |  |
| Common Stock | 03/07/2018 |  | M | 34,000 | A | \$ 43.32 | 243,774 | D |  |
| Common Stock | 03/07/2018 |  | S | 34,000 | D | $\begin{aligned} & \$ \\ & 137.26 \\ & \underline{(3)} \end{aligned}$ | 209,774 | D (4) |  |

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

| Persons who respond to the collection of | SEC 1474 |
| :--- | ---: |
| information contained in this form are not | $(9-02)$ |
| required to respond unless the form |  |
| displays a currently valid OMB control |  |
| number. |  |

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. <br> Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. <br> Transactio <br> Code <br> (Instr. 8) | 5. N <br> Deri <br> Secu <br> Acq <br> or D <br> (D) <br> (Inst <br> and | mber of ative ities ired (A) sposed of $3,4,$ | 6. Date Exercisable and Expiration Date (Month/Day/Year) |  | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  |  | Code V |  | (D) | Date <br> Exercisable | Expiration <br> Date | Title | Amount or Number of Shares |
| Employee Stock Options (right to buy) | \$ 43.32 | 03/06/2018 |  | M |  | 16,000 | (5) | 12/07/2020 | Common Stock | 50,000 |
| Employee Stock <br> Options <br> (right to buy) | \$ 43.32 | 03/07/2018 |  | M |  | 34,000 | (5) | 12/07/2020 | Common Stock | 34,000 |
| Employee Stock <br> Options <br> (right to buy) | \$ 43.73 |  |  |  |  |  | (5) | 11/28/2021 | Common Stock | 55,000 |
| Employee Stock <br> Options <br> (right to buy) | \$ 61.59 |  |  |  |  |  | (5) | 11/28/2022 | Common Stock | 43,000 |
| Employee Stock <br> Options <br> (right to buy) | \$ 71.75 |  |  |  |  |  | (5) | 11/25/2023 | Common Stock | 42,700 |
| Employee <br> Stock <br> Options | \$ 79.66 |  |  |  |  |  | (6) | 11/24/2024 | Common Stock | 49,100 |

(right to
buy)
Employee
Stock
Options $\quad \$ 70.9$
(right to
buy)
(7) $11 / 23 / 2025 \begin{gathered}\text { Common } \\ \text { Stock }\end{gathered}$

11/23/2025 $\begin{array}{r}\text { Commo } \\ \text { Stock }\end{array}$
72,800

Common
11/21/2026 Commo $\begin{array}{r}\text { Ctock }\end{array}$
60,400
9) 11/20/2027 Common

Stock
55,800
(right to buy)

## Reporting Owners

## Reporting Owner Name / Address

## Relationships

Director $10 \%$ Owner Officer Other
Hilton Michael F
28601 CLEMENS ROAD President \& CEO
WESTLAKE, OH 44145

## Signatures

Gina A. Beredo, Attorney-in-Fact
03/08/2018
${ }_{-}^{* *}$ 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. $78 \mathrm{ff}(\mathrm{a})$.
Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale prices for the transactions reported was $\$ 136.18$ to $\$ 137.19$. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.
(2) Exercise of reporting person's stock options that otherwise expire December 7, 2020, of which shares were sold to pay the exercise price, to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise.

Price reflected is the weighted-average sale price for shares sold. The shares were sold in multiple transactions, and the range of sale
(3) prices for the transactions reported was $\$ 136.22$ to $\$ 138.07$. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or any staff member of the Securities and Exchange Commission, upon request, information regarding the number of shares sold at each separate price.

Exercise of reporting person's stock options that otherwise expire December 7, 2020, of which shares were sold to pay the exercise price,
(4) to cover withholding taxes, and to pay broker fees and commissions, pursuant to a broker-assisted cashless exercise. The holdings are net of shares previously withheld or sold to cover withholding taxes.

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(5) All such options have fully vested.

On November 24, 2014, the Company awarded 49,100 stock options under the Company's 2012 Stock Incentive and Award Plan. The (6) options vest in 4 equal annual installments beginning on November 24, 2015. The vested portions of such options will become exercisable upon vesting.

On November 23, 2015, the Company awarded 72,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The
(7) options vest in 4 equal annual installments beginning on November 23, 2016. The vested portions of such options will become exercisable upon vesting.

On November 21, 2016, the Company awarded 60,400 stock options under the Company's 2012 Stock Incentive and Award Plan. The
(8) options vest in 4 equal annual installments beginning on November 21, 2017. The vested portions of such options will become exercisable upon vesting.

On November 20, 2017, the Company awarded 55,800 stock options under the Company's 2012 Stock Incentive and Award Plan. The
(9) options vest in 4 equal annual installments beginning on November 20, 2018. The vested portions of such options will become exercisable upon vesting.
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.

