

REYNOLDS AMERICAN INC

Form 4

April 02, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0287  
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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 \*  
NOWELL LIONEL L III2. Issuer Name and Ticker or Trading  
Symbol  
REYNOLDS AMERICAN INC  
[RAI]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

401 N MAIN STREET

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/31/2014☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

WINSTON-SALEM, NC 27101

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)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)
				(A) or (D)			
				Code V Amount	Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pr Deri Secu
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)									
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock Units	\$ 0 <sup>(1)</sup>	03/31/2014	A <sup>(2)</sup>		186.04		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	186.04			
Phantom Stock Units	\$ 0 <sup>(1)</sup>	03/31/2014	A <sup>(5)</sup>		697.65		<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	697.65		\$ 5	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOWELL LIONEL L III 401 N MAIN STREET WINSTON-SALEM, NC 27101	X			

## Signatures

McDara P. Folan, III,  
Attorney-in-fact

04/02/2014

\_\_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) One Unit represents one share of Common Stock.
- (2) Under the Equity Incentive Award Plan for Directors, eligible directors of the Issuer are awarded Units on a quarterly basis. Units bear quarterly dividends at the same rate as Issuer's Common Stock, but the dividends are paid in the form of additional Units.
- (3) Units generally are payable upon termination of the director's service with the Issuer.
- (4) Includes 616.11 additional Units paid as dividends on April 1, 2014.
- (5) Director has deferred his cash compensation into Units under the Deferred Compensation Plan for Directors. Units bear quarterly dividends at the same rate as Issuer's Common Stock, but the dividends are paid in the form of additional Units.
- (6) Includes 149.22 additional Units paid as dividends on April 1, 2014.

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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