

REYNOLDS AMERICAN INC  
 Form 4  
 October 02, 2014

**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 \*  
 NOWELL LIONEL L III

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/30/2014

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

401 N MAIN STREET

(Street)

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

WINSTON-SALEM, NC 27101

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
				Code	V	Amount	

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

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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. Price
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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	(Instr. 10)
Phantom Stock Units	\$ 0 <sup>(1)</sup>	09/30/2014	A <sup>(2)</sup>	172.54					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	172.54	\$
Phantom Stock Units	\$ 0 <sup>(1)</sup>	09/30/2014	A <sup>(5)</sup>	621.16					<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	621.16	\$ 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	10/02/2014
**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 626.78 additional Units paid as dividends on October 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 153.38 additional Units paid as dividends on October 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. 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.