REYNOLDS AMERICAN INC

Form 4

March 15, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * Holton Martin L. III

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

REYNOLDS AMERICAN INC

3. Date of Earliest Transaction

[RAI]

Director 10% Owner

_X__ Officer (give title below)

_ Other (specify

(Month/Day/Year) 03/11/2016

EVP, Gen. Counsel & Asst. Sec 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

401 N MAIN STREET

(Street)

(State)

03/11/2016

(First)

(Middle)

(Zip)

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

WINSTON SALEM, NC 27101

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)		5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactiomr Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
							Reported	(I)	
				(A)			Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
			Code V	Amount	(D)				
Common						\$			
Stock	03/11/2016		S(1)	40,952	D	51.1743	62,875	D	
Stock						(2)			
						_			
Common						\$			
Common	03/11/2016		S(1)	800	D	52.0031	62,075	D	
Stock						(3)			

2,422

\$0

D

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

G

Persons who respond to the collection of information contained in this form are not

59,653

D

SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
						Date Exercisable	Expiration Date	Title Nu			
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Holton Martin L. III 401 N MAIN STREET WINSTON SALEM, NC 27101

EVP, Gen. Counsel & Asst. Sec

Signatures

Constantine E. Tsipis,

Attorney-in-fact 03/15/2016

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 11, 2015.
- The price reported in Column 4 is a weighted average price. These share were sold in multiple transactions at prices ranging from \$50.87 to \$51.80, inclusive. The reporting person undertakes to provide to RAI, any security holder of RAI, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These share were sold in multiple transactions at prices ranging from \$51.93 to \$52.28, inclusive. The reporting person undertakes to provide to RAI, any security holder of RAI, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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