

SPARTON CORP  
Form 4/A  
October 01, 2014

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pearson Donald W

(Last) (First) (Middle)

425 N. MARTINGALE  
ROAD, SUITE 2050

(Street)

SCHAUMBURG, IL 60173-2213

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

SPARTON CORP [SPA]

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

09/15/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/16/2014

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Sr. VP & CEO

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)
			Code	V	Amount	(D)	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)
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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
Restricted Stock Units	(1)	09/15/2014		10,209 (2)	A				(3)	(3)	Common Stock	10,209
Stock Option	\$ 26.25	09/15/2014		13,455 (2)	A				(4)	09/15/2024	Common Stock	13,455

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pearson Donald W 425 N. MARTINGALE ROAD SUITE 2050 SCHAUMBURG, IL 60173-2213			Sr. VP & CEO	

## Signatures

Carrie Leahy, Attorney-in-Fact by Power of Attorney

10/01/2014

\_\_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).
- Each Restricted Stock Unit represents a contingent right to receive one share of Sparton Corporation common stock or cash at the election of the Compensation Committee. Reporting person will forfeit the Restricted Stock Unit at the end of the performance period if some or all of the units do not vest.
- (1) The reporting person is amending the Form 4 originally filed on September 16, 2014 to correct the number of derivative securities, number of underlying shares and number of derivative securities owned following reported transactions.
  - (3) The Restricted Stock Units will vest over a period of approximately four years, provided certain performance criteria are met.
  - (4) The stock options will vest at a rate of 25% per year commencing on September 11, 2015, and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.

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.