

ALTABEF PETER
Form 4
February 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
ALTABEF PETER

(Last) (First) (Middle)

C/O UNISYS CORPORATION, 801 LAKEVIEW DRIVE

(Street)

BLUE BELL, PA 19422

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNISYS CORP [uis]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President and 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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	02/09/2018		M		21,280 A \$ 0	D	134,837
Common Stock	02/09/2018		F		8,373 D \$ 9.9	D	126,464
Common Stock	02/09/2018		M		41,239 A \$ 0	D	167,703
Common Stock	02/09/2018		F		16,227 D \$ 9.9	D	151,476
Common Stock	02/09/2018		M		36,249 A \$ 0	D	187,725

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Common Stock	02/09/2018	F	14,263	D	\$ 9,9	173,462	D
Common Stock	02/09/2018	M	47,510	A	\$ 0	220,972	D
Common Stock	02/09/2018	F	18,695	D	\$ 9,9	202,277	D
Common Stock	02/09/2018	M	47,450	A	\$ 0	249,727	D
Common Stock	02/09/2018	F	18,671	D	\$ 9,9	231,056	D

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

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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/09/2018		M	23,333	(2)	(2)	Common Stock	21,280
Restricted Stock Units	(3)	02/09/2018		M	47,510	(4)	(4)	Common Stock	41,239
Restricted Stock Units	(5)	02/09/2018		M	36,249	(6)	(6)	Common Stock	36,249
Restricted Stock Units	(5)	02/09/2018		M	47,510	(7)	(7)	Common Stock	47,510
Restricted Stock Units	(8)	02/09/2018		M	36,249	(9)	(9)	Common Stock	47,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTABEF PETER C/O UNISYS CORPORATION 801 LAKEVIEW DRIVE BLUE BELL, PA 19422			President and CEO	

Signatures

John M. Armbruster,
attorney-in-fact

02/12/2018

**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. 78ff(a).

- (1) Each restricted stock unit represents a contingent right to receive 0.912 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 5, 2015 under the 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent that Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2015, 2016 and 2017, respectively, and then such earned PB-RSUs vest on February 5, 2016, 2017 and 2018, respectively (of, if the performance criteria are not determined until a later date, the date of such determination). This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.
- (3) Each restricted stock unit represents a contingent right to receive 0.868 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent that Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019, respectively (or if such day does not fall on a trading day, the immediately preceding trading day). This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.
- (4) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (6) Time-based restricted stock units granted under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 11, 2017.
- (7) Time-based restricted stock units granted under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 9, 2018.
- (8) Each restricted stock unit represents a contingent right to receive 1.309 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent that Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018 and 2019, respectively, and then such earned PB-RSUs vest on February 9, 2018, 2019 and 2020, respectively. This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.
- (9) Each restricted stock unit represents a contingent right to receive 1.309 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent that Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018 and 2019, respectively, and then such earned PB-RSUs vest on February 9, 2018, 2019 and 2020, respectively. This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.

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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