

AMERICAN GREETINGS CORP
Form 4
August 13, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
WEISS ZEV

(Last) (First) (Middle)
ONE AMERICAN ROAD
(Street)

CLEVELAND, OH 44144

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAN GREETINGS CORP
[AM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2013

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)
Chief Executive Officer

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 | (A) or (D) | Price |
| Class B Common Shares | 08/09/2013 | | D | | 120,058 ⁽¹⁾ | D | <u>(1)</u> 0 |
| Class B Common Shares | 08/09/2013 | | D | | 49,931.124 ⁽²⁾ | D | <u>(2)</u> 0 |
| Class B Common Shares | 08/09/2013 | | D | | 449,954 ⁽³⁾ | D | <u>(3)</u> 0 |

By
Deferred
Comp.

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 (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) | |
|--|--|--------------------------------------|--|--------------------------------|---|----------------|--|-----------------|---|----------------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 20.51 | 08/09/2013 | | D | | 66,666 (4) | 05/03/2007 | 05/03/2014 | Class B Common Shares | 66,666 |
| Stock Option | \$ 22.65 | 08/09/2013 | | D | | 100,000 (4) | 05/15/2009 | 05/15/2016 | Class B Common Shares | 100,000 |
| Stock Option | \$ 24.73 | 08/09/2013 | | D | | 100,000 (4) | 05/16/2008 | 05/16/2015 | Class B Common Shares | 100,000 |
| Stock Option | \$ 26.34 | 08/09/2013 | | D | | 25,473 (4) | 07/05/2007 | 05/03/2014 | Class B Common Shares | 25,473 |
| Stock Option | \$ 25.57 | 08/09/2013 | | D | | 100,000 (4) | 05/02/2010 | 05/02/2017 | Class B Common Shares | 100,000 |
| Stock Option | \$ 7.73 | 08/09/2013 | | D | | 33,000 (4) | 05/01/2012 | 05/01/2019 | Class B Common Shares | 33,000 |
| Stock Option | \$ 24.69 | 08/09/2013 | | D | | 62,500 (4) | 05/01/2013 | 05/03/2020 | Class B Common Shares | 62,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WEISS ZEV ONE AMERICAN ROAD CLEVELAND, OH 44144 | X | X | Chief Executive Officer | |

Signatures

Christopher W. Haffke, Power of Attorney for Zev
Weiss

08/13/2013

__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) Disposed of pursuant to the merger agreement among issuer, Century Intermediate Holding Company and Century Merger Company (the "Merger Agreement") for no consideration, including shares underlying restricted stock units or performance share units.
- (2) Disposed of pursuant to the Merger Agreement for no consideration.

On August 11, 2006, the Reporting Person acquired membership interests in the Irving I. Stone Limited Liability Company (the "LLC") representing 24.5% of the equity in the LLC. As a result of such acquisition, the Reporting Person may have been deemed to have an indirect beneficial ownership interest in 445,454 of the 1,818,182 Class B common shares owned by the LLC. Pursuant to the
- (3) consummation of the transactions contemplated by the Merger Agreement, the LLC was dissolved immediately prior to the closing of the merger, and the Class B common shares held by it were distributed to certain of the equity holders of the LLC in accordance with the plan of dissolution of the LLC. As a result, on August 9, 2013, the reporting person received from the LLC a distribution of 449,954 Class B common shares. Immediately thereafter, those shares were disposed of pursuant to the Merger Agreement for no consideration.
- (4) Cancelled pursuant to the Merger Agreement for no consideration.

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.