

STARK LEAH
Form 4
June 06, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STARK LEAH

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAL CABLE CORP /DE/
[BGC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4 TESSENEER DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2018

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP and CHRO

HIGHLAND HEIGHTS, KY 41076

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	06/06/2018		D	(A) or (D) 22,830 (1)	\$ 30 (1)	0 (1)	D

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

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information contained in this form are not
required to respond unless the form
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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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Unit	\$ 0	06/06/2018		D		22,766		<u>(2)</u>	<u>(2)</u>	Common Stock	22,76
Performance Stock Unit	\$ 0	06/06/2018		D		14,998		<u>(3)</u>	<u>(3)</u>	Common Stock	14,99
Employee Stock Option (right to buy)	\$ 16.8	06/06/2018		D		12,257		<u>(4)</u>	02/10/2027	Common Stock	12,25

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STARK LEAH 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076	SVP and CHRO

Signatures

/s/ Mary E. Talbott, as Attorney-in-Fact for Leah Stark

06/06/2018

__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) Includes 88 shares acquired through employee stock purchase plan since last Form 4 filing. Pursuant to the merger agreement by Prysmian, Alisea Corp. and General Cable dated December 3, 2017: (i) 10,421 shares of common stock were cancelled and converted into the right to receive \$30 per share in cash (without interest) and (ii) 12,409 restricted stock units ("RSUs") were each cancelled and converted into an award (a "Converted RSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such RSU multiplied by \$30. Each Converted RSU is subject to the same terms and conditions that were applicable to such RSU immediately prior to the merger, provided that the Converted RSU will vest on the earlier of (A) the original vesting date and (B) the date that is six months after the completion of the merger, subject to continued service through such time (or upon such officer's earlier qualifying employment termination).

(2) This performance stock unit ("PSU") was granted on July 15, 2016 with a three-year performance period commencing as of January 1, 2016. Pursuant to the Merger Agreement, each outstanding PSU granted in 2016 was cancelled and converted into an award (a "2016 Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (based on actual performance) multiplied by \$30.00. Each 2016 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.

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- This PSU was granted on February 22, 2017 with a three-year performance period commencing as of January 1, 2017. Pursuant to the Merger Agreement, each outstanding PSU granted in 2017 was cancelled and converted into an award (a "2017 Converted PSU") representing the right to receive (without interest) an amount in cash equal to the number of shares of common stock subject to such PSU (assuming target performance) multiplied by \$30.00. Each 2017 Converted PSU is subject to the same terms and conditions that were applicable to such PSU immediately prior to the effective time of the merger, provided that the performance-vesting conditions no longer apply.
- (3)

- This option, which was granted on February 10, 2017, provided for vesting in three equal annual installments beginning on February 18,
- (4) 2018. Pursuant to the Merger Agreement, each outstanding stock option was cancelled and converted into the right to receive (without interest) an amount in cash equal to the excess of \$30.00 over the exercise price per share of common stock subject to such stock option.

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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