

Rizzi John
Form 4
April 02, 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 *
Rizzi John

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN VANGUARD CORP
[AVD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4695 MACARTHUR COURT, STE
1200

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP of Manufacturing - AMVAC

(Street)
NEWPORT BEACH, CA 92660

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

(City) (State) (Zip)

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 11.49	03/30/2018	J ⁽¹⁾⁽²⁾		5,589		03/30/2018	12/30/2024	Common Stock	5,589

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rizzi John 4695 MACARTHUR COURT, STE 1200 NEWPORT BEACH, CA 92660			VP of Manufacturing - AMVAC	

Signatures

/s/ John Rizzi 04/02/2018

 Date
**Signature of
Reporting Person

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) These performance stock options arose from a target award of 5,882 such options that were awarded to reporting person on December 30, 2014 and, by their terms, were to vest and become exercisable, provided i) reporting person was continuously employed by the issuer through December 30, 2017, and ii) the Company met certain financial metrics over the period from January 1, 2015 through December 31, 2017. Those financial metrics included the relative growth of its earnings before income tax ("EBIT") compared to the median growth of EBIT of a certain group of industry peers (weighted at 50%), the relative growth of its net sales as compared to the median growth of net sales of that same group (weighted at 30%) and the relative growth of the fair market value of the Company's common stock as compared to the Russell 2000 Index (weighted at 20%). The percentage of target options subject to vesting could range from 0% (for underperformance) to 200% (for outperformance).

(2) (Continued from Footnote 1) Issuer has completed its measurement of the Company's financial performance over the measurement period and determined that reporting person is entitled to receive 195% of the target award. In this case, the reporting person would receive the product of 5,882 x 1.95 = 11,470 options, of which 5,589 are in addition to the target amount that had been reported in the Form 4 of the reporting person on or about the date of the award.

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.