

SUPERIOR UNIFORM GROUP INC
 Form 4
 February 07, 2017

FORM 4

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

OMB APPROVAL

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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 *
BENSTOCK PETER

2. Issuer Name and Ticker or Trading Symbol
SUPERIOR UNIFORM GROUP INC [SGC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
SUPERIOR UNIFORM GROUP, 10055 SEMINOLE BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2017

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

SEMINOLE, FL 33772

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock ⁽¹⁾ | 02/03/2017 | | A | V A | Amount 41,500 Price \$ 16.97 | 380,851 ⁽¹⁾ <u>(2)</u> | D |

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)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 16.97 | 02/03/2017 | | A | 5,892 | 02/03/2017 ⁽³⁾ 02/03/2022 | Common Stock | 5,892 |
| Stock Appreciation Rights | \$ 16.97 | 02/03/2017 | | A | 3,308 | 02/03/2017 ⁽⁴⁾ 02/03/2022 | Common Stock | 3,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENSTOCK PETER SUPERIOR UNIFORM GROUP 10055 SEMINOLE BLVD. SEMINOLE, FL 33772 | | | Executive VP | |

Signatures

/s/ Melinda Barreiro 02/07/2017

**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) Represents a grant of 41,500 Performance Shares under the issuer's 2013 Incentive Stock and Awards Plan. 15,750 performance shares vest five (5) years from the grant date if Peter Benstock remains continuously employed with the Company or a subsidiary during that time. An additional 25,750 performance shares will vest five (5) years from the grant date if the employment requirement is satisfied, as well as a performance metric is satisfied.
 - (2) On February 3, 2017, the grant date of the performance shares, the closing price of the issuer's common stock on NASDAQ Stock Market was \$16.97.
 - (3) These stock options are fully vested on the date of grant.
 - (4) These stock appreciation rights are fully vested on the date of grant.

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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