

MATERION Corp
Form 5
February 10, 2014

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KHILNANI VINOD M

(Last) (First) (Middle)

6070 PARKLAND BLVD.

(Street)

MAYFIELD HTS., OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MATERION Corp [MTRN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	06/04/2013	^	A4 ⁽¹⁾	8	A	\$ 31.39	3,194	D	^
Common Stock	09/04/2013	^	A4 ⁽¹⁾	8	A	\$ 29.31	3,202	D	^
Common Stock	12/03/2013	^	A4 ⁽¹⁾	9	A	\$ 27.97	3,211	D	^
Common Stock	^	^	^	^	^	^	13,456.3	I	See footnote (2)

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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)

Table with 9 columns: 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. Price of Derivative Security (Instr. 5), 9. Amount or Number of Shares. Includes sub-columns for Date Exercisable and Expiration Date.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Sub-columns for Relationships: Director, 10% Owner, Officer, Other. Entry: KHILNANI VINOD M, 6070 PARKLAND BLVD., MAYFIELD HTS., OH 44124, with X in Director column.

Signatures

Susan J. MacDonald/atty-in-fact, 02/10/2014. **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) Reflects dividend equivalents acquired under the dividend equivalent feature of the Issuer's 2006 Non-employee Director Equity Plan ("2006 Plan").
(2) Acquired and held by trust for the 2006 Plan.

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