

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).



Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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|--|---|--|
| 1. Name and Address of Reporting Person *<br><u>Felmer Thomas J</u><br><br>(Last) (First) (Middle)<br><u>6555 W. GOOD HOPE RD</u><br><br>(Street)<br><u>MILWAUKEE WI 53223</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>BRADY CORP [ BRC ]</u><br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/02/2020</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SRVP &amp; Pres., Workplace Safety</u><br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>Form filed by More than One Reporting Person |
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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 A Common Stock            | 01/02/2020                           |  | M                              |   | 6,208   | A          | \$43.98               | 12,496  | D  |   |
| Class A Common Stock            | 01/02/2020                           |  | S                              |   | 6,208   | D          | \$57.4 <sup>(1)</sup> | 6,288   | D  |   |
| Class A Common Stock            | 01/02/2020                           |  | M                              |   | 7,098   | A          | \$36.85               | 13,386  | D  |   |
| Class A Common Stock            | 01/02/2020                           |  | S                              |   | 7,098   | D          | \$57.4 <sup>(2)</sup> | 6,288   | D  |   |
| Class A Common Stock            | 01/02/2020                           |  | F                              |   | 2,301 <sup>(3)</sup>  | D          | \$57.36               | 3,987   | D  |   |
| Class A Common Stock            | 01/02/2020                           |  | D                              |   | 1,389 <sup>(4)</sup>  | D          | \$0                   | 2,598   | D  |   |

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 Securities Underlying Derivative Security (Instr. 3 and 4) |                      | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|------------|---|----------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V |  |       |  |            | Date Exercisable  | Expiration Date      |  |  |   |  |
| Stock Option                               | \$43.98  | 01/02/2020                           |  | M                              |   |  | 6,208 | (5)  | 09/25/2028 | Class A Common Stock  | 6,208                | \$0  | 6,208  | D   |  |
| Stock Option                               | \$43.98  | 01/02/2020                           |  | D                              |   |  | 6,208 | (5)  | 09/25/2028 | Class A Common Stock  | 6,208 <sup>(6)</sup> | \$0  | 0  | D   |  |
| Stock Option                               | \$36.85  | 01/02/2020                           |  | M                              |   |  | 7,098 | (5)  | 09/22/2027 | Class A Common Stock  | 7,098                | \$0  | 0  | D   |  |

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.04 to \$57.84, inclusive.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.04 to \$57.84, inclusive.
3. Represents shares withheld to cover taxes on 4,899 restricted stock units that vested on January 2, 2020.
4. Represents unvested shares of service-based restricted stock units granted on September 25, 2018 that were forfeited to Brady Corporation on January 2, 2020, the reporting owner's separation date.
5. Represents options exercisable one third each year for the three years subsequent to the grant date.
6. Represents unvested shares of service-based stock options granted on September 25, 2018 that were forfeited to Brady Corporation on January 2, 2020, the reporting owner's separation date.

Remarks:

Heidi Knueppel, Attorney-In-Fact 01/06/2020

\*\* Signature of Reporting Person Date

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

\* 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).

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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