SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
|---|---|
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*
Johnson Kathleen

(Last) (First) (Middle)
6555 WEST GOOD HOPE RD

(Street)
MILWAUKEE WI 53223

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BRADY CORP [ BRC ]

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2011

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Director
10% Owner
X Officer (give title below)
Other (specify below)
Chief Accounting Officer

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | | | | | | | | 741.848 | D | |
| Class A Common Stock[1] | 01/20/2011 | | A | | 34.2528 | A | $33.01 | 6,060.1737 | D | |
| Class A Common Stock[1] | 01/25/2011 | | A | | 0.2221 | A | $32.05 | 6,060.3958 | D | |
| Class A Common Stock[1] | 01/28/2011 | | A | | 0.0006 | A | $33.29 | 6,060.3964 | D | |
| Class A Common Stock[1] | 02/02/2011 | | A | | 42.7967 | A | $33.58 | 6,103.1931 | D | |
| Class A Common Stock[3] | 02/18/2011 | | M | | 3,500 | A | $16 | 3,500 | D | |
| Class A Common Stock[3] | 02/18/2011 | | F | | 3,500 | D | $35 | 0 | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Deferred Compensation Units[2] | (2) | | | | | | | (2) | (2) | Class A Common Stock | (4) | | 5,769.4651 | D | |
| Stock Option | $16 | 02/18/2011 | | J | | 3,500 | | 11/01/2001 | 11/01/2011 | Class A Common Stock | 3,500 | $16 | 3,500 | D | |

**Explanation of Responses:**

1. Represents shares of Class A Common Stock purchased under the issuer's 401(K) payroll deduction plan.
2. The deferred compensation stock units were acquired under the Brady Corporation employee deferred compensation plan. Each deferred compensation unit is the economic equivalent of one share of Class A Common Stock. The deferred compensation units become payable in shares of Brady's Class A Common Stock upon the reporting persons cessation of service as an employee of Brady Corporation.
3. On February 18, 2011 Ms. Johnson did a "net exercise" of 3,500 stock options (each with an expiration date of November 1, 2011). In that "net exercise," Ms. Johnson acquired 3,500 shares of common stock. The number of shares was net the amount of shares that Brady withheld for the payment of the options' exercise price and taxes incident to the exercise.
4. Includes 31.0306 shares acquired on February 3, 2011 pursuant to a dividend reinvestment.

**Remarks:**

Krista Ebbens, as Attorney-In-Fact — 02/21/2011

** 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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