SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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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).

1. Name and Address of Reporting Person*
Pearce Aaron James
(Last) (First) (Middle)
6555 W. GOOD HOPE ROAD
(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)
12/12/2016

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)
SR VP, CFO & Treasurer

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	12/12/2016		M		5,000[1]	A	$38.31	49,222	D	
Class A Common Stock	12/12/2016		F		4,946[1]	D	$39.13	44,276	D	
Class A Common Stock	12/12/2016		M		20,000[2]	A	$36.07	64,276	D	
Class A Common Stock	12/12/2016		F		19,195[2]	D	$39.13	45,081	D	
Class A Common Stock	12/12/2016		M		5,000[3]	A	$20.95	50,081	D	
Class A Common Stock	12/12/2016		F		3,804[3]	D	$39.13	46,277	D	
Class A Common Stock	12/12/2016		M		7,000[4]	A	$28.73	53,277	D	
Class A Common Stock	12/12/2016		F		6,042[4]	D	$39.13	47,235	D	
Class A Common Stock	12/12/2016		M		10,000[5]	A	$29.1	57,235	D	
Class A Common Stock	12/12/2016		F		8,680[5]	D	$39.13	48,555	D	
Class A Common Stock	12/12/2016		M		9,000[6]	A	$27	57,555	D	
Class A Common Stock	12/12/2016		F		7,563[6]	D	$39.13	49,992	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				
Stock Option Net Exercise	$38.31	12/12/2016		M			5,000	(7)	12/04/2017	Class A Common Stock	5,000	$0	0	D	
Stock Option Net Exercise	$36.07	12/12/2016		M			20,000	(7)	07/22/2018	Class A Common Stock	20,000	$0	0	D	
Stock Option Net Exercise	$20.95	12/12/2016		M			5,000	(7)	12/04/2018	Class A Common Stock	5,000	$0	0	D	
Stock Option Net Exercise	$28.73	12/12/2016		M			7,000	(7)	09/25/2019	Class A Common Stock	7,000	$0	0	D	
Stock Option Net Exercise	$29.1	12/12/2016		M			10,000	(7)	09/24/2020	Class A Common Stock	10,000	$0	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				
Stock Option Net Exercise	$27	12/12/2016		M			9,000	(7)	09/30/2021	Class A Common Stock	9,000	$0	0	D	

Explanation of Responses:

1. Represents net exercise of stock option. 5,000 options were exercised, resulting in a net gain of 54 shares (105 gross shares less payroll tax withholding of 51 shares).
2. Represents net exercise of stock option. 20,000 options were exercised, resulting in a net gain of 805 shares (1,564 gross shares less payroll tax withholding of 759 shares).
3. Represents net exercise of stock option. 5,000 options were exercised, resulting in a net gain of 1,196 shares (2,323 gross shares less payroll tax withholding of 1,127 shares).
4. Represents net exercise of stock option. 7,000 options were exercised, resulting in a net gain of 958 shares (1,860 gross shares less payroll tax withholding of 902 shares).
5. Represents net exercise of stock option. 10,000 options were exercised, resulting in a net gain of 1,320 shares (2,563 gross shares less payroll tax withholding of 1,243 shares).
6. Represents net exercise of stock option. 9,000 options were exercised, resulting in a net gain of 1,437 shares (2,790 gross shares less payroll tax withholding of 1,353 shares).
7. Represents options exercisable one third each year for the three years subsequent to the grant date.

Remarks:

** Signature of Reporting Person	Date
Heidi Knueppel, Attorney-In-Fact	12/13/2016

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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