

CONSOLIDATED GRAPHICS INC /TX/

Form 4

April 03, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS JOE R

2. Issuer Name **and** Ticker or Trading
Symbol

CONSOLIDATED GRAPHICS INC
/TX/ [CGX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

03/01/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

CONSOLIDATED
GRAPHICS, 5858 WESTHEIMER
SUITE 200

(Street)

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

HOUSTON, TX 77057

(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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/01/2008		A		2,500	A \$ 0	107,300 D

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

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information contained in this form are not
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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 Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit Award	<u>(1)</u>	04/01/2008		A	12,500	<u>(2)</u>	<u>(2)</u>	Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAVIS JOE R CONSOLIDATED GRAPHICS 5858 WESTHEIMER SUITE 200 HOUSTON, TX 77057	X Chief Executive Officer

Signatures

Joe R. Davis 04/03/2008
 **Signature of Date
 Reporting Person

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) Each restricted stock unit represents a contingent right to receive one share of Common Stock.

The restricted stock units vest in three equal annual installments on each of April 1, 2009, 2010 and 2011. Vested shares will be delivered to the reporting person promptly upon vesting. Exceptions to the stated vesting dates are certain events of termination of Mr. Davis' employment agreement and/or a change in control event.

(3) Includes previously reported stock option grants totaling 1,100,000 shares as follows: 250,000 @ 53.25, 300,000 @ 11.4375, 50,000 @ 19.10, 50,000 @ 14.75, 50,000 @ 23.00, 50,000 @ 41.51, 50,000 @ 50.84, and 300,000 @ 50.90. Each of these stock option grants have been vested; however, certain restrictions on the sale of the underlying shares of any options exercised is imposed on 360,000 options as of March 31, 2008. These restrictions are scheduled to lift on 120,000 options each of March 31, 2009, 2010 and 2011, although these restrictions are subject to being accelerated or deferred based on certain events of termination of Mr. Davis' employment agreement and/or a change in control event.

(4) Also includes two separate awards of restricted stock units as follows: 12,500 restricted stock unit awards previously granted, of which 2,500 units vested on April 1, 2007 and were delivered to the reporting person, 2,500 units vested on April 1, 2008 and the remaining 7,500 units vest in 2,500 unit increments as each of April 1, 2009, 2010 and 2011; and 12,500 restricted stock unit awards previously granted, of which 3,125 units vested on April 1, 2008 and the remaining 9,375 units vest in 3,125 unit increments on each of April 1, 2009, 2010 and 2011. Certain of the vested shares will be delivered to the reporting person promptly upon vesting and certain others on March 1st following the end of the calendar year upon which the awards vested. Exceptions to the stated vesting and delivery dates are certain events of termination of Mr. Davis' employment agreement and/or change in control event.

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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