

BENCHMARK ELECTRONICS INC

Form 4

November 29, 2016

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DUNCAN DOUGLAS G

2. Issuer Name and Ticker or Trading Symbol
BENCHMARK ELECTRONICS INC [BHE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2016

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

3000 TECHNOLOGY DRIVE

(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

ANGLETON, TX 77515

(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/28/2016		M			10,000	A	\$ 21.35	41,774	D	
Common Stock	11/28/2016		M			10,000	A	\$ 17.43	51,774	D	
Common Stock	11/28/2016		M			1,866	A	\$ 12.18	53,640	D	
Common Stock	11/28/2016		S			21,866	D	\$ 28.7065	31,774	D	
Common Stock	11/29/2016		M			8,134	A	\$ 12.18	39,908	D	

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Common Stock	11/29/2016	M	10,000	A	\$ 19.41	49,908	D
Common Stock	11/29/2016	S	18,134	D	\$ 28.8562	31,774	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.35	11/28/2016		M	10,000	05/09/2007 05/09/2017	Common Stock	10,000	
Stock Option (right to buy)	\$ 17.43	11/28/2016		M	10,000	05/07/2008 05/07/2018	Common Stock	10,000	
Stock Option (right to buy)	\$ 12.18	11/28/2016		M	1,866	05/20/2009 05/20/2019	Common Stock	1,866	
Stock Option (right to buy)	\$ 12.18	11/29/2016		M	8,134	05/20/2009 05/20/2019	Common Stock	8,134	
Stock Option (right to buy)	\$ 19.41	11/29/2016		M	10,000	05/18/2010 05/18/2020	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUNCAN DOUGLAS G 3000 TECHNOLOGY DRIVE ANGLETON, TX 77515		X		

Signatures

/s/ Scott Peterson by Power of Attorney for Douglas G
Duncan

11/29/2016

__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).

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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