

NEWMARKET CORP
Form 4
August 28, 2014

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 *
GOTTWALD THOMAS E

(Last) (First) (Middle)
330 SOUTH FOURTH STREET

(Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEWMARKET CORP [NEU]

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | | | |
| Common Stock | 08/26/2014 | | S | | | 7,672 | D | \$ 406.51 <u>(1)</u> | 330,507 | D | |
| Common Stock | 08/26/2014 | | S | | | 1,328 | D | \$ 407.48 <u>(2)</u> | 329,179 | D | |
| Common Stock | 08/26/2014 | | S | | | 1,000 | D | \$ 408.41 <u>(3)</u> | 328,179 | D | |
| Common Stock | | | | | | | | | 31,275.7247 <u>(4)</u> | I | NewMarket Savings |

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| | | | Plan ⁽⁴⁾ |
|--------------|-------|---|---|
| Common Stock | 4,527 | I | Shares held by wife |
| Common Stock | 4,970 | I | Shares held by Bruce C. Gottwald, Jr., as trustee fbo Edward P. Gottwald u/a dtd. 1/29/92 |
| Common Stock | 9,542 | I | Shares held by Bruce C. Gottwald, Jr., as trustee fbo Mark Haywood Gottwald u/a dtd. 10/18/95 |
| Common Stock | 500 | I | Shares held for reporting person's son Edward Parker Gottwald |
| Common Stock | 500 | I | Shares held for reporting person's son Mark Haywood Gottwald |
| Common Stock | 6,022 | I | Shares held by Bruce C. Gottwald, Jr., as trustee fbo Edward P. Gottwald u/a dtd. 1/29/92 - Trust 2 |
| Common Stock | 6,889 | I | Shares held as co-trustee fbo |

| | | | |
|--------------|---------|---|--|
| Common Stock | 63,194 | I | reporting person's children u/a dtd. 12/16/91 Shares held as co-trustee fbo reporting person's children u/a dtd. 4/8/94 |
| Common Stock | 212,407 | I | Shares held as co-trustee fbo (among others reporting Floyd D. Gottwald) |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

GOTTWALD THOMAS E
330 SOUTH FOURTH STREET X
RICHMOND, VA 23219

Chairman, President & CEO

Signatures

/s/ M. Rudolph West (POA for Thomas E.
Gottwald)

08/28/2014

__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).

- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$406.07 to \$407.04, inclusive. The reporting person undertakes to provide to NewMarket Corporation, any security holder of NewMarket Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote as well as in footnotes (2) and (3) below.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$407.11 to \$408.05, inclusive.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$408.25 to \$408.75, inclusive.
- (4) The increase in shares is due to the periodic purchase by the Plan Trustee pursuant to the Plan.

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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