

de Notaristefani Carlo
Form 4
February 14, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
de Notaristefani Carlo

2. Issuer Name and Ticker or Trading
Symbol
TEVA PHARMACEUTICAL
INDUSTRIES LTD [TEVA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2019

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP Global Operations

C/O TEVA PHARMACEUTICAL
INDUSTRIES LTD., 5 BASEL
STREET

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PETACH TIKVA, L3 4951033

(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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares ⁽¹⁾	02/12/2019		A	14,432	A <u>(2)</u> 17,161.727	D	
Ordinary Shares ⁽¹⁾	02/13/2019		S ⁽³⁾	5,041 <u>(4)</u>	\$ 17.875 <u>(5)</u> 12,120.727	D	

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

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SEC 1474
(9-02)

number.

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 Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Share Units	(6)	02/12/2019		A		1,204	(7) (7)	Ordinary Shares (1) 1,204

Reporting Owners

Reporting Owner Name / Address	Relationships
de Notaristefani Carlo C/O TEVA PHARMACEUTICAL INDUSTRIES LTD. 5 BASEL STREET PETACH TIKVA, L3 4951033	Director 10% Owner Officer Other Executive VP Global Operations

Signatures

/s/ Dov Bergwerk, as attorney-in-fact for Carlo de
Notaristefani

02/14/2019

__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 Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2) The Ordinary Shares were received for no consideration upon the satisfaction of performance criteria underlying an award of performance share units.
- (3) The transaction reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (4) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the performance share units.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.86 to \$17.88, inclusive. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or any security holder of the

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issuer, full information regarding the number of shares sold at each separate price.

- (6) Each restricted share unit represents a contingent right to receive, at settlement, one ordinary share or, at the option of the Human Resources and Compensation Committee, the cash value of one ordinary share.
- (7) Represents restricted share units received upon satisfaction of performance criteria of performance share units. These units remain subject to time based vesting and will vest on May 16, 2019.

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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