

Murray James Michael  
Form 4  
September 21, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Murray James Michael

(Last) (First) (Middle)

5201 INTERCHANGE WAY

(Street)

LOUISVILLE, KY 40229

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Turning Point Brands, Inc. [TPB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/19/2018

4. If Amendment, Date 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)

Senior VP, Business Planning

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 Ownership (Instr. 4)
Common Stock	09/19/2018		M	2,500	A \$ 3.83 28,546	D	
Common Stock	09/19/2018		S	1,000	D \$ 41.56 27,546	D	

(7)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: Murray James Michael - Form 4

**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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (2011) (5)	\$ 3.83	09/19/2018		M		2,500		(4) 08/25/2021		Common Stock	2,500
Options (2018) (5)	\$ 21.21							(1) 03/07/2028		Common Stock	7,500
Options (2017) (5)	\$ 15.41							(2) 05/17/2027		Common Stock	6,000
Options (2014) (6)	\$ 3.83							(3) 08/08/2024		Common Stock	29,731

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murray James Michael 5201 INTERCHANGE WAY LOUISVILLE, KY 40229			Senior VP, Business Planning	

## Signatures

James M.  
Murray

09/21/2018

\_\_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 options vest and become exercisable as to 34% of the underlying shares on January 1, 2019, 33% of the underlying shares on January 1, 2020 and 33% of the underlying shares on January 1, 2021.

## Edgar Filing: Murray James Michael - Form 4

- (2) The options vest and become exercisable as to 34% of the underlying shares on January 1, 2018, 33% of the underlying shares on January 1, 2019 and 33% of the underlying shares on January 1, 2020.
- (3) The options vested and became exercisable as to 50% of the underlying shares on August 8, 2014, 25% of the underlying shares on August 8, 2015 and 25% of the underlying shares on August 8, 2016.
- (4) The options vested and became exercisable as to 50% of the underlying shares on August 25, 2011, 16.66% of the underlying shares on August 25, 2012, 16.66% of the underlying shares on August 25, 2013 and the remaining 16.66% of the underlying shares on August 25, 2014.
- (5) Granted pursuant to the issuer's 2015 Equity Incentive Plan.
- (6) Granted pursuant to the issuer's 2006 Equity Incentive Plan.

- Weighted average sale price. On 9/19/2018, the reporting person sold the shares within a range of \$41.13 to \$41.77. The reporting person
- (7) will provide upon request by the Commission Staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.