

Ruckstuhl Ann S
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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ruckstuhl Ann S

(Last) (First) (Middle)

801 LAKEVIEW DRIVE, SUITE
100

(Street)

BLUE BELL, PA 19422

(City) (State) (Zip)

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

UNISYS CORP [uis]

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

02/12/2019

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) below)

Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/12/2019		M	5,415 A	\$ 0 18,987	D	
Common Stock	02/12/2019		F	1,872 D	\$ 12.61 17,115	D	
Common Stock	02/12/2019		M	10,830 A	\$ 0 27,945	D	
Common Stock	02/12/2019		F	3,851 D	\$ 12.61 24,094	D	
Common Stock	02/13/2019		M	3,983 A	\$ 0 28,077	D	

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Common Stock 02/13/2019 F 1,377 D \$ 14.46 26,700 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)

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
Restricted Stock Units	(1)	02/12/2019		M		5,415		(2)	(2)	Common Stock	5,415
Restricted Stock Units	(3)	02/12/2019		M		5,415		(4)	(4)	Common Stock	10,830
Restricted Stock Units	(5)	02/13/2019		A		2,500		(6)	(6)	Common Stock	2,206
Restricted Stock Units	(7)	02/13/2019		M		3,546		(8)	(8)	Common Stock	3,983

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ruckstuhl Ann S
801 LAKEVIEW DRIVE
SUITE 100
BLUE BELL, PA 19422

Senior Vice President

Signatures

Cathy S. Johnson,
attorney-in-fact

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) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

(2) Time-based restricted stock units ("TB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest in three equal annual installments beginning February 12, 2019.

(3) Each restricted stock unit represents a contingent right to receive two shares of Unisys Corporation common stock.

Performance-based restricted stock units ("PB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three year period based on Unisys Corporation's relative total shareholder return compared to the Russell 2000 Index from January 1, 2018 through December 31, 2018, 2019 and 2020, respectively, and then such PB-RSUs vest on February 12, 2019, 2020 and 2021, respectively. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vested on February 12, 2019.

(5) Each restricted stock unit represents a contingent right to receive 0.8822 shares of Unisys Corporation common stock.

Performance-based restricted stock units ("PB-RSUs") granted on December 6, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such PB-RSUs vest on December 6, 2017, 2018 and 2019, respectively. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vest on December 6, 2019.

(7) Each restricted stock unit represents a contingent right to receive 1.1231 shares of Unisys Corporation common stock.

Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018 and 2019, respectively, and then such PB-RSUs vest on February 9, 2018, 2019 and 2020, respectively or, if later, the date on which the achievement of the performance goal for each such year is finally determined. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vested on February 13, 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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