

AXIALL CORP/DE/
Form 4
July 27, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Fishbein Daniel S.

(Last) (First) (Middle)
1000 ABERNATHY ROAD, SUITE 1200
(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/23/2015

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)
VP and General Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| AXLL Common Stock | 07/23/2015 | | A | | 3,291 (1) \$ 0 7,646 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 | 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. |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------|
| Performance Restricted Stock Units | \$ 0 ⁽²⁾ | 07/23/2015 | | A | 3,325 ⁽²⁾ | ⁽³⁾ / ⁽³⁾ | AXLL Common Stock | 3,325 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fishbein Daniel S. 1000 ABERNATHY ROAD, SUITE 1200 ATLANTA, GA 30328 | | | VP and General Counsel | |

Signatures

/s/ Daniel Fishbein
07/27/2015

 **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) These restricted stock units are scheduled to vest in three equal increments on each of May 19, 2016; May 19, 2017 and May 2018, subject to the terms of the RSU agreement between the issuer and the reporting person.
- (2) Shares of Company common stock may be issued to the reporting person upon the vesting of the performance restricted stock units, also referred to as "PRSUs." The number of shares of Company common stock shown is the award at the "target" performance level. The actual number of shares of common stock that may be issued to the reporting person upon vesting ranges from a minimum of zero to a maximum of 6,650 shares, and depends on the relative total shareholder return, or "TSR," for the Company as compared to a company in a peer group that achieves the median TSR performance for the peer group. The TSR for the Company and each company in the peer group will be calculated based on annual growth rate over a three-year performance period, from the volume weighted average trading price for each company's common stock for sixty consecutive trading days prior to May 19, 2015 to the sixty consecutive trading days prior to May 19, 2018.
- (3) The PRSUs are expected to vest on May 19, 2018. The expiration date of the award of this grant is the same date as the vesting date.

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.