

Guttman Tim G.
Form 4
September 22, 2017

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 *
Guttman Tim G.

2. Issuer Name and Ticker or Trading Symbol
AMERISOURCEBERGEN CORP
[ABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 MORRIS DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

CHESTERBROOK, PA 19087

(City) (State) (Zip)

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

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 or Price | | | | | |
| Common Stock | 09/20/2017 | | M | | 5,800 (1) | A | \$ 37.37 (2) | 40,061.4108 (2) | D | |
| Common Stock | 09/20/2017 | | M | | 5,800 (1) | A | \$ 40.21 | 45,861.4108 | D | |
| Common Stock | 09/20/2017 | | S | | 11,600 (1) | D | \$ 79.47 | 34,261.4108 | 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)

| 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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-qualified Stock Option (Right to Buy) | \$ 37.37 | 09/20/2017 | | M | 5,800 ₍₁₎ | 03/01/2013 ⁽³⁾ 03/01/2019 | Common Stock 5 |
| Non-qualified Stock Option (Right to Buy) | \$ 40.21 | 09/20/2017 | | M | 5,800 ₍₁₎ | 11/14/2013 ⁽⁴⁾ 11/14/2019 | Common Stock 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Guttman Tim G. 1300 MORRIS DRIVE CHESTERBROOK, PA 19087 | | | Chief Financial Officer | |

Signatures

John G. Chou for Tim G. Guttman
09/22/2017

__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 exercise of stock options and the sale of common stock reflected in this Form 4 were pursuant to a Rule 10b-5 trading plan dated August 18, 2017 governing stock options scheduled to expire on March 1, 2019 and November 14, 2019.
- (2) Reflects the July 7, 2017 acquisition of 264,465 shares under the Employee Stock Purchase Plan, which is exempt under Rule 16b-3(c) and Rule 16b-3(d), and is being voluntarily reported earlier than required
- (3) Exercisable in four equal annual installments on 03/01/13, 03/01/14, 03/01/15 and 03/01/2016
- (4) Exercisable in four equal annual installments on 11/14/13, 11/14/14, 11/14/15 and 11/14/16

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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