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MILLER CHRISTOPHER GRAHAM

Form 3

January 21, 2005

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

OMB

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OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

 MILLER CHRISTOPHER GRAHAM

(Last)

(First) (Middle) Statement

(Month/Day/Year) 01/11/2005

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

PUTNAM MASTER INTERMEDIATE INCOME

TRUST [pim]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

PUTNAM INVESTMENTS. ONE POST **OFFICE SQUARE**

(Street)

(Check all applicable)

Director 10% Owner _X__ Other X_ Officer (give title below) (specify below) Managing Director, Putnam, LLC / and of its issuer's managers

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

BOSTON, MAÂ 02109

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned (Instr. 4)

Form:

4. Nature of Indirect Beneficial Ownership Ownership (Instr. 5)

Direct (D) or Indirect (I) (Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. 5. Ownership Conversion or Exercise Form of Price of Derivative Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Date	Expiration	Title	Amount or	Security	Direct (D)
Exercisable	Date		Number of		or Indirect
			Shares		(I)
					(Instr. 5)

Reporting Owners

	Relationships			
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MILLER CHRISTOPHER GRAHAM PUTNAM INVESTMENTS ONE POST OFFICE SQUARE	Â	Â	Managing Director, Putnam, LLC	and of its issuer's managers

Signatures

BOSTON, Â MAÂ 02109

Christopher G.
Miller

**Signature of Reporting Person

O1/21/2005

Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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. left-width: 0; border-right-width: 1; border-bottom-width: 1">8. Price of Derivative Security (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Deferred Stock Units $\underline{^{(3)}}03/14/2019$ $\underline{M}_{\underline{^{(1)}}(2)}$ 667 (4) (4) Class A Common Stock 667 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M(1)(2) 1.122 (6) (6) Class A Common Stock 1,122 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M(1)(2) 1,265 (7) (7) Class A Common Stock 1,265 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M(1)(2) 1,380 (8) (8) Class A Common 1,654 (9) (9) Class A Common Stock 1,654 Stock 1,380 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M(1)(2) 1,692 (10) (10) Class A Common Stock 1,692 (5) (1) (2) 0 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M(1)(2) D Deferred Stock Units (3)03/14/2019 M(1)(2) 1,573 (11) Class A Common Stock 1,573 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M(1)(2) 1,790 (12) Class A Common Stock 1,790 (5) (1) (2) 0 D Deferred 1,972 (13) (13) Class A Common Stock 1,972 (5) (1) (2) 0 D Deferred Stock Units Stock Units (3)03/14/2019 M(1)(2) (14) Class A Common Stock 1,687 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 $M^{(1)(2)}$ 1,687 (14) 1,506 (15) $^{(3)}03/14/2019 M^{(1)(2)}$ (15) Class A Common Stock 1,506 (5) (1) (2) 0 D Deferred Stock Units $^{(3)}03/14/2019 M^{(1)(2)}$ 1.734 (16) (16) Class A Common Stock 1,734 (5) (1) (2) 0 D Deferred Stock Units 1,859 (17) (17) Class A Common Stock 1,859 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M⁽¹⁾⁽²⁾ 1,370 (18) (18) Class A Common Stock 1,370 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 M⁽¹⁾⁽²⁾ 1,360 (19) (19) Class A Common Stock 1,360 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 $M^{(1)(2)}$ $^{(3)}03/14/2019 \ M^{(1)(2)}$ 993 (20) Class A Common Stock 993 (5) (1) (2) 0 D Deferred Stock Units (3)03/14/2019 $M_{\underline{}}^{(1)(2)}$ 1,058 $\underline{}^{(21)}$ Class A Common Stock 1,058 $\underline{}^{(5)}$ $\underline{}^{(1)}$ $\underline{}^{(2)}$ 0 D Deferred Stock Units $\underline{}^{(3)}$ 03/14/2019 $\underline{}^{(1)(2)}$ 1,020 (22) (22) Class A Common Stock 1,020 (5) (1) (2) 0 D

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Thiam Tidjane C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036

X

Signatures

/s/ Laura A. Cleveland as Attorney-in-Fact for Tidjane Thiam

03/14/2019

**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).

Pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of June 20, 2018 (the "Merger Agreement") among Twenty-First Century Fox, Inc. (the "Company"), The Walt Disney Company, TWDC Holdco 613 Corp., WDC Merger Enterprises I,

- (1) Inc. and WDC Merger Enterprises II, Inc. ("Wax Sub") and pursuant to the Employee Matters Agreement, to be entered into by and between the Company and Fox Corporation (such entity, "FOX" and such agreement, the "Employee Matters Agreement"), all (a) performance stock units scheduled to vest in accordance with their existing terms on or before December 31, 2019 or held by a Former Service Provider (as defined in the Employee Matters Agreement),
 - (Continued from Footnote 1) (b) deferred stock units granted pursuant to an individual's service as a non-employee director of the Company and (c) restricted stock units granted pursuant to the Retention RSU Award (as defined in the Employee Matters Agreement)
- (2) scheduled to vest immediately prior to the time of the merger between the Company and Wax Sub (the "Wax Merger") (i.e., 50% of the total restricted stock units granted pursuant to the Retention RSU Award), in each case, vested and were settled in shares of Class A Common Stock of the Company.
- (3) Each deferred stock unit represents the equivalent of one share of Class A Common Stock of the Company.
- (4) The deferred stock units were granted on November 12, 2014 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (5) The deferred stock units were deemed to have vested and settled for an equivalent number of shares of Class A Common Stock of the Company.
- The deferred stock units were granted on January 2, 2015 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (7) The deferred stock units were granted on April 1, 2015 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (8) The deferred stock units were granted on July 1, 2015 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (9) The deferred stock units were granted on October 1, 2015 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (10) The deferred stock units were granted on January 4, 2016 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (11) The deferred stock units were granted on April 1, 2016 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (12) The deferred stock units were granted on July 1, 2016 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.

(13)

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The deferred stock units were granted on October 3, 2016 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.

- (14) The deferred stock units were granted on January 3, 2017 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (15) The deferred stock units were granted on April 3, 2017 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (16) The deferred stock units were granted on July 3, 2017 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (17) The deferred stock units were granted on October 2, 2017 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (18) The deferred stock units were granted on January 2, 2018 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (19) The deferred stock units were granted on April 2, 2018 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (20) The deferred stock units were granted on July 2, 2018 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (21) The deferred stock units were granted on October 1, 2018 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (22) The deferred stock units were granted on January 2, 2019 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.

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