

PPG INDUSTRIES INC

Form 4

April 17, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRANT HUGH

(Last) (First) (Middle)

**MONSANTO COMPANY,, 800
NORTH LINDBERGH
BOULEVARD**

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2015

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	04/15/2015	M			630	(1)	(1)	Common Stock	630
Phantom Stock Units	(2)	04/15/2015	M		630		(3)	(3)	Common Stock	630
Restricted Stock Units	(4)	04/16/2015	A		546		(5)	(5)	Common Stock	546
Phantom Stock Units	(2)	04/16/2015	A		159.868		(3)	(3)	Common Stock	159.868

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRANT HUGH MONSANTO COMPANY, 800 NORTH LINDBERGH BOULEVARD ST. LOUIS, MO 63167	X

Signatures

Greg E. Gordon, Attorney-in-Fact for Hugh Grant 04/17/2015

__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).

- Upon the vesting of restricted stock units on April 15, 2015, which were granted to the reporting person on April 17, 2014, the reporting person deferred the receipt of 630 shares of common stock and received instead 630 shares of phantom stock pursuant to the PPG Industries, Inc. Deferred Compensation Plan for Directors. As a result, the reporting person is reporting the conversion of restricted stock units relating to 630 shares of common stock in exchange for an equal number of shares in phantom stock.
- (1) The security converts to common stock on a one-for-one basis.
 - (2) After termination of service as a Director of PPG Industries, Inc.
 - (3) Each restricted stock unit represents a contingent right to receive one share of PPG Common Stock.
 - (4) The restricted stock units vest on April 20, 2016.
 - (5) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan for Directors.

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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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