

UNISYS CORP
Form 4
April 21, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Stafford Andrew M

(Last) (First) (Middle)
801 LAKEVIEW DRIVE, SUITE 100
(Street)

BLUE BELL, PA 19012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNISYS CORP [UIS]

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2017

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)
Senior Vice President

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
Common Stock	04/20/2017		M		9,933	A	\$ 0
Common Stock	04/20/2017		F		4,469	D	\$ 11.2
Common Stock	04/20/2017		M		9,526	A	\$ 0
Common Stock	04/20/2017		F		4,286	D	\$ 11.2

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	04/20/2017		M	9,933	(2) (2)	Common Stock	9,933
Restricted Stock Units	(3)	04/20/2017		M	9,933	(4) (4)	Common Stock	9,526

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stafford Andrew M 801 LAKEVIEW DRIVE SUITE 100 BLUE BELL, PA 19012			Senior Vice President	

Signatures

Felicia D. Garnett, attorney-in-fact for Andrew Stafford 04/21/2017

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

(2) Time-based restricted stock units granted under the terms of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal installments beginning April 20, 2017.

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- (3) Each restricted stock unit represents a contingent right to receive 0.959 shares of Unisys Corporation common stock.

Performance-based restricted stock units ("PB-RSUs") granted on April 20, 2016 under the Unisys 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a

- (4) performance goal relating to the operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on April 20, 2017, 2018 and 2019. This report only relates to the PB-RSUs the reporting person earned based on the 2016 performance goal. All shares resulting from such earned PB-RSUs vest on April 20, 2017.

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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