

SIGMATRON INTERNATIONAL INC
 Form 4
 August 04, 2015

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

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 *
FAIRHEAD GREGORY A

2. Issuer Name and Ticker or Trading Symbol
SIGMATRON INTERNATIONAL INC [SGMA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
07/31/2015

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
Executive V.P. Operations

C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER ROAD
 (Street)

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

ELK GROVE VILLAGE, IL 60007
 (City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	

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)

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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 (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 Securities (Instr. 3 and 4)	8.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 6.45	07/31/2015		A	8,250	07/31/2015	07/30/2025	Common Stock	8,250
Stock Option (right to buy) ⁽³⁾	\$ 6.45	07/31/2015		A	8,250	07/31/2016	07/30/2025	Common Stock	8,250
Stock Option (right to buy) ⁽⁵⁾	\$ 6.45	07/31/2015		A	8,500	07/31/2017	07/30/2025	Common Stock	8,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRHEAD GREGORY A C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIER ROAD ELK GROVE VILLAGE, IL 60007			Executive V.P. Operations	

Signatures

/s/ Gregory A. Fairhead 08/04/2015

**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) The 8,250 options acquired as described on this Table II were issued on July 31, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.
- (2) This column needs to be blank.

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- (3) The 8,250 options acquired as described on this Table II were issued on July 31, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.
- (4) This column needs to be blank.
- (5) The 8,500 options acquired as described on this Table II were issued on July 31, 2015, pursuant to and under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.
- (6) This column needs to be blank.

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.