

Fowler John F
Form 4
August 03, 2017

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 *
Fowler John F

(Last) (First) (Middle)

C/O DELPHI ASSET
MANAGEMENT CORP., 5525
KIETZKE LANE, SUITE 200

(Street)

RENO, NV 89511

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ORACLE CORP [ORCL]

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

08/01/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP, Systems

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 08/01/2017 | | M | 23,437 A | \$ 0 43,081.673 | D | |
| Common Stock | 08/01/2017 | | M | 23,437 A | \$ 0 66,518.673 | D | |
| Common Stock | 08/01/2017 | | F | 24,459 (1) D | \$ 50.16 42,059.673 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Performance Stock Unit | \$ 0 | 08/01/2017 | | A | 31,250 (2) | (2) (2) | Common Stock 31 |
| Performance Stock Unit | \$ 0 | 08/01/2017 | | A | 23,437 (3) | (3) (3) | Common Stock 23 |
| Performance Stock Unit | \$ 0 | 08/01/2017 | | M | 23,437 (3) | (3) (3) | Common Stock 23 |
| Performance Stock Unit | \$ 0 | 08/01/2017 | | A | 23,437 (4) | (4) (4) | Common Stock 23 |
| Performance Stock Unit | \$ 0 | 08/01/2017 | | M | 23,437 (4) | (4) (4) | Common Stock 23 |
| Performance Stock Unit | \$ 0 | 08/02/2017 | | A | 243,336 (5) | (5) (5) | Common Stock 24 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |

Fowler John F
C/O DELPHI ASSET MANAGEMENT CORP.
5525 KIETZKE LANE, SUITE 200
RENO, NV 89511

EVP, Systems

Signatures

/s/ Lori A. Clancy by Lori A. Clancy, Attorney-in-Fact for John Fowler (POA filed 04/29/16)

08/03/2017

**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) Shares withheld for payment of tax liability upon vesting of performance stock units.

(2)

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Represents amount of performance stock units earned from an award granted on July 24, 2014 based on the achievement of a performance target for the fiscal year ended May 31, 2017, as determined by the Compensation Committee on August 1, 2017. The earned amount vested immediately. The number of earned performance stock units represents 50% of the target number of performance stock units eligible to be earned for the third performance period. The performance goal measured year-over-year growth in Oracle's total revenues for its Engineered Systems and Storage products on a U.S. GAAP basis. The reporting person has elected to defer settlement of this award.

- (3) Represents amount of performance stock units earned from an award granted on July 2, 2015 based on the achievement of a performance target for the fiscal year ended May 31, 2017, as determined by the Compensation Committee on August 1, 2017. The earned amount vested immediately. The number of earned performance stock units represents 50% of the target number of performance stock units eligible to be earned for the second performance period. The performance goal measured year-over-year growth in Oracle's total revenues for its Engineered Systems and Storage products on a U.S. GAAP basis.

- (4) Represents amount of performance stock units earned from an award granted on June 30, 2016 based on the achievement of a performance target for the fiscal year ended May 31, 2017, as determined by the Compensation Committee on August 1, 2017. The earned amount vested immediately. The number of earned performance stock units represents 50% of the target number of performance stock units eligible to be earned for the first performance period. The performance goal measured year-over-year growth in Oracle's total revenues for its Engineered Systems and Storage products on a U.S. GAAP basis.

- (5) Represents dividend equivalents accrued with respect to earned performance stock units the reporting person has elected to defer. The number of dividend equivalents reported was calculated using Oracle's closing stock price on August 2, 2017 (\$49.77), the date on which dividends were paid on Oracle's common stock.

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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