

FOX STACY L
Form 4
September 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
FOX STACY L

2. Issuer Name and Ticker or Trading Symbol
DUPONT E I DE NEMOURS & CO
[DD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
CHESTNUT RUN PLAZA 730, 974
CENTRE ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2017

____ Director
 Officer (give title below) _____ Other (specify below)
SVP & General Counsel

WILMINGTON, DE 19805

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/31/2017 | | D | V Amount 36,788.5164 (1) | (A) or (D) Price D 1 0 | 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 displays a currently valid OMB control number.

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 71.0648 | 08/31/2017 | | D | 42,490 (2) | (2) 02/03/2022 | | Common Stock | 42,490 |
| Employee Stock Option (right to buy) | \$ 58.76 | 08/31/2017 | | D | 61,493 (3) | (3) 02/02/2026 | | Common Stock | 61,493 |
| Employee Stock Option (right to buy) | \$ 76.17 | 08/31/2017 | | D | 58,589 (4) | (4) 02/01/2027 | | Common Stock | 58,589 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOX STACY L CHESTNUT RUN PLAZA 730 974 CENTRE ROAD WILMINGTON, DE 19805 | | | SVP & General Counsel | |

Signatures

Erik T. Hoover by Power of Attorney
09/05/2017

__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).

Disposed of pursuant to merger agreement between issuer and Dow Chemical Company in exchange for 47,164 shares or stock units, as applicable of DowDuPont common stock having a market value of \$67.18 per share or stock unit, as applicable, on the effective date of the merger.

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- (2) This option, which provided for vesting in three equal annual installments beginning February 4, 2016, was assumed by DowDuPont in the merger and exchanged for 54,472 options at a grant price of \$55.44.
- (3) This option, which provided for vesting in three equal annual installments beginning February 3, 2017, was assumed by DowDuPont in the merger and exchanged for 78,834 options at a grant price of \$45.84.
- (4) This option, which provided for vesting in three equal annual installments beginning February 2, 2018, was assumed by DowDuPont in the merger and exchanged for 75,457 options at a grant price of \$59.42.

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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