

Schneider Todd M.
Form 4
February 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
Schneider Todd M.

2. Issuer Name and Ticker or Trading Symbol
CINTAS CORP [CTAS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 625737, 6800 CINTAS BLVD.

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & COO

(Street)
CINCINNATI, OH 45262

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/01/2019 | | M | | 8,674 A \$ 37.91 | 91,953 | D |
| Common Stock | 02/01/2019 | | M | | 20,000 A \$ 45.65 | 111,953 | D |
| Common Stock | 02/01/2019 | | M | | 17,347 A \$ 47.22 | 129,300 | D |
| Common Stock | 02/01/2019 | | M | | 21,532 A \$ 63.45 | 150,832 | D |
| Common Stock | 02/01/2019 | | F | | 43,800 D \$ 186.99 | 107,032 | D |
| | | | | | (1) | | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------|-----------------------|---|----------------|
| Common Stock | 02/04/2019 | J ⁽²⁾ | 12,567 | D | \$ 0 | 18,701 ⁽³⁾ | I | By GRAT Trust |
| Common Stock | 02/04/2019 | J ⁽²⁾ | 12,567 | A | \$ 0 | 12,567 ⁽³⁾ | I | By GRAT Trust |
| Common Stock | | | | | | 3,728 | I | By 401(k) Plan |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 37.91 | 02/01/2019 | | M | 8,674 | ⁽⁴⁾ 07/18/2022 | Common Stock | 8,674 |
| Stock Option (Right to Buy) | \$ 45.65 | 02/01/2019 | | M | 20,000 | ⁽⁴⁾ 05/31/2023 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 47.22 | 02/01/2019 | | M | 17,347 | ⁽⁴⁾ 07/17/2023 | Common Stock | 17,347 |
| Stock Option (Right to Buy) | \$ 63.45 | 02/01/2019 | | M | 21,532 | ⁽⁴⁾ 07/17/2024 | Common Stock | 21,532 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Schneider Todd M.
P.O. BOX 625737
6800 CINTAS BLVD.
CINCINNATI, OH 45262

Executive Vice President & COO

Signatures

/s/ F. Mark Reuter, as Attorney-in-Fact for Todd M.
Schneider

02/05/2019

__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).
The reported price is a weighted average price. These shares were sold in multiple transactions ranging from \$186.16 to \$188.14 per
(1) share. The Reporting Person undertakes to provide full pricing information to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission upon request.
(2) The options vest as follows: one-third on the third anniversary of the grant date, one-third on the fourth anniversary of the grant date and one-third on the fifth anniversary of the grant date.
(3) Amounts reported as beneficially owned reflect 12,567 shares transferred to TMS February 2019 GRAT No. 2 in a transaction exempt under Rule 16a-13.
(4) On February 4, 2019, the Reporting Person transferred 12,567 shares to TMS February 2019 GRAT No. 2, a grantor retained annuity trust. The Reporting Person is the sole trustee and beneficiary.

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.