

NEWPARK RESOURCES INC  
Form 4  
August 12, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Smith Bruce Campbell

2. Issuer Name and Ticker or Trading Symbol  
NEWPARK RESOURCES INC  
[NR]

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

(Last) (First) (Middle)  
  
9320 LAKESIDE  
BOULEVARD, SUITE 100  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/10/2016

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Exec Vice President &

THE WOODLANDS, TX 77381

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                    | 08/10/2016                           |  | M                              |   | 10,446<br>(1)   | A  | \$ 0 238,640 D                    |
| Common Stock                    | 08/10/2016                           |  | F                              |   | 2,856<br>(2)  | D  | \$ 6.72 235,784 D                 |

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

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(9-02)

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Shares                         | \$ 0   | 08/10/2016                           |  | M                              | 22,746<br>(3)   | 08/10/2016<br>(3)  | Common Stock<br>22,746  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Smith Bruce Campbell<br>9320 LAKESIDE BOULEVARD<br>SUITE 100<br>THE WOODLANDS, TX 77381 |               |           | Exec Vice<br>President & |       |

## Signatures

By: Jennifer Wilson For: Bruce C Smith  
Date: 08/12/2016

\*\*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) Represents shares acquired upon the partial vesting of a performance stock unit previously granted to the Reporting Person. Vesting of the award was contingent upon Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.
  - (2) Represents shares withheld to satisfy tax withholding obligations upon the vesting of performance shares.
  - (3) Represents performance restricted stock units awarded in 2013, the vesting of which was dependent on achievement of certain levels of total shareholder returns (TSR) relative to a peer group established by the Compensation Committee of the Board of Directors. The total represents the maximum number of shares that could have been earned under this award, however, the award criteria was only partially achieved. A portion of the award converted into common stock (see Table I of this Form 4 report) and the remaining shares under the award were forfeited by the Reporting Person.

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.