

Gaming Partners International CORP
 Form 4
 March 04, 2014

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 *
 Kelly Robert J

2. Issuer Name and Ticker or Trading Symbol
 Gaming Partners International CORP
 [GPIC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1700 INDUSTRIAL ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/18/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

LAS VEGAS, NV US 89102
 (City) (State) (Zip)

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

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) | Code | V | Amount | (D) | Price |

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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------|------------------------------|------------------|------------|--|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| Option/Right to Buy | \$ 13.43 <u>(1)</u> | | | | | | | | 08/16/2006 | 02/15/2016 | Common Stock | 6,000 |
| Option/Right to Buy | \$ 17.8 <u>(2)</u> | | | | | | | | 08/16/2007 | 02/15/2017 | Common Stock | 4,500 |
| Option/Right to Buy | \$ 7.5 <u>(3)</u> | | | | | | | | 08/16/2008 | 02/15/2008 | Common Stock | 4,500 |
| Option/Right to Buy | \$ 6.8 <u>(4)</u> | | | | | | | | 11/10/2008 | 05/09/2018 | Common Stock | 15,000 |
| Option/Right to Buy | \$ 6.7 <u>(5)</u> | | | | | | | | 08/16/2009 | 02/15/2019 | Common Stock | 6,500 |
| Option/Right to Buy | \$ 5.92 <u>(6)</u> | | | | | | | | 08/16/2010 | 02/15/2020 | Common Stock | 6,500 |
| Option/Right to Buy | \$ 7.1 <u>(7)</u> | | | | | | | | 08/16/2011 | 02/15/2021 | Common Stock | 6,500 |
| Option/Right to Buy | \$ 6.91 <u>(8)</u> | | | | | | | | 08/16/2012 | 02/15/2022 | Common Stock | 6,500 |
| Option/Right to Buy | \$ 7.9 <u>(9)</u> | | | | | | | | 08/16/2013 | 02/15/2023 | Common Stock | 6,500 |
| Option/Right to Buy | \$ 8.83 <u>(10)</u> | 02/15/2014 | 03/04/2014 | A | | | 6,500 | | 08/16/2014 | 02/15/2024 | Common Stock | 6,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelly Robert J 1700 INDUSTRIAL ROAD LAS VEGAS, NV US 89102 | | X | | |

Signatures

/s/ Michael D. Mann, by power of attorney for Robert J. Kelly

03/04/2014

**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) As previously reported on February 15, 2006, Mr. Kelly was appointed as a director of Gaming Partners International Corporation (the "Company"). On the date of his appointment, the Company granted Mr. Kelly an option to purchase 6,000 shares of the Company's common stock pursuant to the Company's 1994 Directors' Stock Option Plan (the "Plan"), at an exercise price of \$13.43 per share. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(2) As previously reported on February 15, 2007, the Company granted Mr. Kelly an option to purchase 4,500 shares of the Company's common stock at \$17.80 per share for his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(3) As previously reported on February 15, 2008, the Company granted Mr. Kelly an option to purchase 4,500 shares of the Company's common stock at an option price of \$7.50 per share for his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is currently fully vested and exercisable.

(4) As previously reported, on May 9, 2008, the Company granted Mr. Kelly a discretionary option to purchase 15,000 shares of the Company's common stock at an option price of \$6.80, per share, pursuant to the Plan, as amended. The grant was exempt under Rule 16b-3. The option is currently fully vested and exercisable.

(5) As previously reported, on February 15, 2009, the Company granted Mr. Kelly an option to purchase 6,500 shares of the Company's common stock at an exercise price of \$6.70 per share for his service as a director and his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(6) As previously reported on February 15, 2010, the Company granted Mr. Kelly an option to purchase 6,500 shares of the Company's common stock at an exercise price of \$5.92 per share for his service as a director and his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(7) As previously reported on February 15, 2011, the Company granted Mr. Kelly an option to purchase 6,500 shares of the Company's common stock at an exercise price of \$7.10 per share for his service as a director and his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(8) As previously reported on February 15, 2012, the Company granted Mr. Kelly an option to purchase 6,500 shares of the Company's common stock at an exercise price of \$6.91 per share for his service as a director and his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(9) As previously reported, on February 15, 2013, the Company granted Mr. Kelly an option to purchase 6,500 shares of the Company's common stock at an exercise price of \$7.90 per share for his service as a director and his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable.

(10) On February 15, 2014, the Company granted Mr. Kelly an option to purchase 6,500 shares of the Company's common stock at an exercise price of \$8.83 per share for his service as a director and his service on certain committees of the Company during the prior twelve month period, pursuant to the Plan. The grant was exempt under Rule 16b-3. The option is fully vested and exercisable six months and one day after grant.

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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