

SIGMATRON INTERNATIONAL INC
 Form 4
 August 13, 2014

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 *
 Chang Hom-Ming

2. Issuer Name and Ticker or Trading Symbol
 SIGMATRON INTERNATIONAL INC [SGMA]

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

(Last) (First) (Middle)
 C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIR ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/19/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P. China Operations

ELK GROVE VILLAGE, IL 60007
 (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)

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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
Stock Option (right to buy) <u>(1)</u>	\$ 3.6	07/19/2012		A		3,300		07/19/2012	07/18/2022	Common Stock	3,300
Stock Option (right to buy) <u>(3)</u>	\$ 3.6	07/19/2012		A		3,300		07/19/2013	07/18/2022	Common Stock	3,300
Stock Option (right to buy) <u>(5)</u>	\$ 3.6	07/19/2012		A		3,400		07/19/2014	07/18/2022	Common Stock	3,400
Stock Option (right to buy) <u>(7)</u>	\$ 9.17	10/30/2013		J		6,600		09/16/2005	09/15/2015	Common Stock	6,600
Stock Option (right to buy) <u>(9)</u>	\$ 9.17	10/30/2013		J		6,600		09/16/2006	09/15/2015	Common Stock	6,600
Stock Option (right to buy) <u>(11)</u>	\$ 9.17	10/30/2013		J		6,800		09/16/2007	09/15/2015	Common Stock	6,800

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chang Hom-Ming C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIR ROAD ELK GROVE VILLAGE, IL 60007			V.P. China Operations	

Signatures

/s/ Hom-Ming
Chang

08/13/2014

__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) The 10,000 options acquired as described on this Table II were issued on July 19, 2012, pursuant to an under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(2) This column needs to be blank.

(3) The 10,000 options acquired as described on this Table II were issued on July 19, 2012, pursuant to an under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(4) This column needs to be blank.

(5) The 10,000 options acquired as described on this Table II were issued on July 19, 2012, pursuant to an under a single stock option plan and stock option agreement. These options are disclosed as three entries solely as a result of the varied exercise date.

(6) This column needs to be blank.

(7) The 20,000 options disposed of as described on this Title II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(8) This column needs to be blank.

(9) The 20,000 options disposed of as described on this Title II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(10) This column needs to be blank.

(11) The 20,000 options disposed of as described on this Title II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(12) This column needs to be blank.

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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