

Fortson John C.
Form 4
March 01, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fortson John C.

(Last) (First) (Middle)

5255 VIRGINIA AVE

(Street)

NORTH CHARLESTON, SC 29406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ingevity Corp [NGVT]

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

02/27/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP, CFO & Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/27/2019		S	5,146 D	\$ 113.82 (1)	46,566	D
Common Stock	02/27/2019		S	8,174 D	\$ 114.4975 (2)	38,392	D
Common Stock	02/27/2019		S	4,680 D	\$ 115.1078 (3)	33,712	D
Common Stock	02/27/2019		F	1,496 (4)	D \$ 114.225	32,216	D
	02/27/2019		F	624 (4)	D \$ 114.225	31,592	D

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Common
Stock

Common 02/28/2019 F 457 ⁽⁵⁾ D \$ 114.735 31,135 D
Stock

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Fortson John C. 5255 VIRGINIA AVE NORTH CHARLESTON, SC 29406	Director 10% Owner Officer Other EVP, CFO & Treasurer

Signatures

/s/ John C. Fortson By: Katherine P. Burgeson as
Attorney-in-Fact

03/01/2019

__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).

- (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$113.32 to \$114.31, inclusive. The reporting person undertakes to provide to Ingevity Corporation, any security holder of Ingevity Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold

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at each separate price within the range set forth in this footnote as well as in footnotes 2 and 3.

- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.315 to \$114.84, inclusive.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$114.94 to \$115.45, inclusive.
- (4) Shares withheld by the Company to satisfy tax withholding obligations related to the RSUs that vested on February 27, 2019.
- (5) Shares withheld by the Company to satisfy tax withholding obligations related to the RSUs that vested on February 28, 2019.

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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