UNS Energy Corp Form 4 August 19, 2014

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Dion Philip	Address of Reporting p J III	Sy	. Issuer Name and Imbol NS Energy Co		ading		Relationship of R		
(Last) 88 E. BRO	` ,	(Middle) 3. (M	Date of Earliest Tonth/Day/Year) 8/15/2014	•			Director X Officer (give ti		Owner r (specify
TUCSON,	(Street) AZ 85701		If Amendment, Γ led(Month/Day/Ye	C		Α _Ι _>	Individual or Joir oplicable Line) [Form filed by Mo	nt/Group Filing	son
(City)	(State)	(Zip)	Table I - Non-	Derivative Se	curitie	s Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securities approach of Disposed of (Instr. 3, 4 and Amount	of (D)	red (A)	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	08/15/2014		D	1,187.827	D	\$ 60.25 (1)	0	I	By 401(k) Plan
Common Stock	08/15/2014		D	3,045	D	\$ 60.25	0	D	

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

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(1)

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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)	Securi (A) or (D)	mber of ative tites Acquired Disposed of 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Restricted Stock Units	\$ 0 (2)	08/15/2014		D	:	2,084.9933 (3)	<u>(1)</u>	<u>(1)</u>	Common Stock	2,08
Restricted Stock Units	\$ 0 (2)	08/15/2014		D		571.2506 (3)	<u>(1)</u>	<u>(1)</u>	Common Stock	57
Employee Stock Option (right to buy)	\$ 26.11	08/15/2014		D		4,240	<u>(5)</u>	02/19/2019	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting of more remove requirements	Director	10% Owner	Officer	Other			
Dion Philip J III 88 E. BROADWAY TUCSON, AZ 85701			Sr Vice President				

Signatures

Diana K. Durako, Attorney in Fact 08/19/2014

**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).

On August 15, 2014, FortisUS Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, FortisUS Inc., Color Acquisition Sub Inc., an Arizona corporation and wholly owned subsidiary of FortisUS Inc., and solely for purposes of Section 5.5(c) and 8.15 of the merger agreement, Fortis Inc., a corporation incorporated under the Corporations Act of Newfoundland and Labrador, dated as of December 11, 2013 (the "Merger"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, derivative securities were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of UNS Energy Corporation common stock.

(3)

Reporting Owners 2

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The reported number of derivative securities disposed of includes shares acquired by reinvesting dividends in unreported transactions pursuant to the Company's dividend reinvestment program.

- The restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.
- At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, all outstanding options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.
- (6) The options were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 less the option exercise price, payable without interest and less any required withholding taxes.

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.