ATRION CORP Form 4 January 04, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

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obligations

may continue.

See Instruction

**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

1(b). (Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

STUPP JOHN P JR

(Middle)

ATRION CORP [ATRI] 3. Date of Earliest Transaction

(Month/Day/Year) 01/03/2011

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

STUPP JOHN P JR, 120 SOUTH CENTRAL AVE STE 1650

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**ST LOUIS. MO 63105** 

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned (I) Following

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** D (Instr. 3 and 4) Se

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(Instr. 3)	Price of Derivative Security	Derivative		(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Ir	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units (1)	<u>(1)</u>	01/03/2011		A		13.93		01/01/2011(3)	<u>(4)</u>	Common Shares	13.93	
Stock Units	<u>(2)</u>	01/03/2011		A		40.12		(2)	<u>(4)</u>	Common Shares	40.12	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STUPP JOHN P JR STUPP JOHN P JR 120 SOUTH CENTRAL AVE STE 1650 ST LOUIS, MO 63105	X						

#### **Signatures**

Jeffery Strickland, Attorney-in-Fact 01/04/2011

\*\*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) Dividend Equivalents credited as Stock Units under the Atrion Corporation Deferred Compensation Plan for Non-Employee Directors, as amended and restated (the Deferred Compensation Plan).
  - In accordance with the Deferred Compensation Plan, the reported Stock Units were credited to the reporting persons Stock Unit Account in connection with the reporting persons election to defer a portion of the reporting persons compensation as a member of the Board of
- (2) Directors. These Stock Units vest 25% on January 3, 2011, 25% on April 1, 2011, 25% on July 1, 2011 and 25% on October 1, 2011, provided the reporting person is serving on such date as a member of the Board of Directors. In January of the year following the year in which service as a director ceases for any reason, vested Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (3) In January of the year following the year in which service as a director ceases for any reason, these Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (4) Stock Units will not expire.
- (5) Does not include 2,000 stock options for the purchase of Atrion Corporation Common Shares held by the reporting person, which were previously reported.
- (6) The reporting person also directly owns 25,240 shares of Atrion Corporation Common Stock.

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The reporting person also indirectly owns 135,000 shares held by Stupp Bros., Inc. as to which shares Mr. Stupp shares voting power and investment power as a director and executive officer and as a voting trustee of a voting trust which owns 100% of the voting stock of Stupp Bros., Inc.

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.