

CUMMINS INC
Form 4
November 14, 2016

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 *
CHAPMAN STEVEN M

(Last) (First) (Middle)
500 JACKSON STREET
(Street)

COLUMBUS, IN 47201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CUMMINS INC [CMI]

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Group Vice President

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)
Common	02/28/2012		G	V Amount (D) Price 670 D \$ 0	15,369 ⁽¹⁾	D	
Common	11/09/2016		S ⁽²⁾	3,000 D \$ 135	12,369	D	
Common					10,028.67 ⁽³⁾	I	By 401(k) Plan

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

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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)	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)	\$ 58.115					03/01/2012	03/01/2020	Common	6,540
Stock Option (Right-to-Buy)	\$ 120.28					04/02/2014	04/02/2022	Common	6,250
Stock Option (Right-to-Buy)	\$ 111.84					04/02/2015	04/02/2023	Common	8,110
Stock Option (Right-to-Buy)	\$ 149.34					04/02/2017	04/02/2024	Common	7,120
Stock Option (Right-to-Buy)	\$ 136.82					04/02/2018	04/02/2025	Common	9,830
Stock Option (Right-to-Buy)	\$ 109.09					04/04/2019	04/04/2026	Common	21,350
Stock Option (Right-to-Buy)	\$ 119.77					05/02/2013	05/02/2021	Common	5,540

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPMAN STEVEN M 500 JACKSON STREET COLUMBUS, IN 47201			Group Vice President	

Signatures

/s/ Mark Sifferlen,
Attorney-In-Fact

11/10/2016

**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).

- The number of shares of Common Stock beneficially owned by the reporting person following the reported transaction has been reduced by 4,231 shares pursuant to a discrepancy discovered during an audit of the reporting person's shareholdings. The audit did not identify any violations of Section 16(b) of the Securities Exchange Act of 1934, as amended. To the extent this Form 4 updates the beneficial share ownership amounts reported on previously filed Form 4s, this Form 4 serves as an amendment to any such previously filed Form 4s.
- (1)
 - (2) Sale pursuant to Rule 10b5-1 Trading Plan entered into on November 6, 2015.

- The number of shares is based on the dollar value of the reporting person's interest in the Cummins Stock Fund under the Company's 401(k) plan as most recently provided by the plan. The actual number of shares underlying the interest is not known since the Cummins Stock Fund is a unitized account consisting of approximately 98% common stock and 2% cash or cash equivalents.
- (3)

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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