

3D SYSTEMS CORP

Form 4

July 28, 2016

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 *
Johnson Andrew Martin

(Last) (First) (Middle)

333 THREE D SYSTEMS CIRCLE

(Street)

ROCK HILL, SC 29730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
3D SYSTEMS CORP [DDD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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 below) ____ Other (specify below)

EVP, Chief Legal Officer & Sec

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	07/26/2016		A	(A) or (D) Amount 50,000 (1)	\$ 0	281,869	D

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

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information contained in this form are not
required to respond unless the form
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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)	Amount or Number of Shares
Performance Based Restricted Stock	(2)	07/26/2016		A	20,000	(2) (2)	Common Stock	20,000
Performance Based Restricted Stock	(3)	07/26/2016		A	20,000	(3) (3)	Common Stock	20,000
Performance Based Stock Options (Right to Buy)	\$ 13.25	07/26/2016		A	80,000	(4) 07/26/2026	Common Stock	80,000
Performance Based Stock Options (Right to Buy)	\$ 13.25	07/26/2016		A	80,000	(5) 07/26/2026	Common Stock	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Johnson Andrew Martin 333 THREE D SYSTEMS CIRCLE ROCK HILL, SC 29730	EVP, Chief Legal Officer & Sec

Signatures

/s/ Andrew M.
Johnson 07/28/2016

**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).

(1) The Reporting Person has been awarded 50,000 shares of restricted stock under the Issuer's 2015 Incentive Plan. One-third of the total shares awarded vest on July 26, 2017, an additional one-third of the total shares awarded vest on July 26, 2018, and the remaining shares awarded vest on July 26, 2019.

(2) The Reporting Person has been awarded 20,000 shares of restricted stock under the Issuer's 2015 Incentive Plan. These shares of restricted stock vest, if at all, on the later of the date that is six months after the date of grant and the date that the closing price of a share of the common stock on each of the trading days during the immediately prior ninety consecutive calendar days is at least \$30.

(3) The Reporting Person has been awarded 20,000 shares of restricted stock under the Issuer's 2015 Incentive Plan. These shares of restricted stock vest, if at all, on the later of the date that is six months after the date of grant and the date that the closing price of a share of the common stock on each of the trading days during the immediately prior ninety consecutive calendar days is at least \$40.

(4) The Reporting Person has been awarded 80,000 options under the Issuer's 2015 Incentive Plan. These options to purchase the shares of common stock at an exercise price equal to the closing price of the common stock on July 26, 2016 are exercisable, if at all, on the later of the date that is six months after the date of grant and the date that the closing price of a share of the common stock on each of the trading days during the immediately prior ninety consecutive calendar days is at least \$30.

(5) The Reporting Person has been awarded 80,000 options under the Issuer's 2015 Incentive Plan. These options to purchase the shares of common stock at an exercise price equal to the closing price of the common stock on July 26, 2016 are exercisable, if at all, on the later of the date that is six months after the date of grant and the date that the closing price of a share of the common stock on each of the trading days during the immediately prior ninety consecutive calendar days is at least \$40.

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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