

Engelhardt Tracey G
 Form 4
 April 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Engelhardt Tracey G

(Last) (First) (Middle)
 3680 VICTORIA STREET N
 (Street)

SHOREVIEW, MN 55126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DELUXE CORP [DLX]

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2019

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 below) ___ Other (specify below)

SVP, Direct-to-Consumer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 12,208.59 ⁽¹⁾ | D | |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | | | | | ⁽²⁾ | 01/19/2020 | Common Stock | 715 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | | | | | ⁽³⁾ | 01/22/2021 | Common Stock | 1,846 |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 04/01/2019 | | A | 1,846 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 1,846 |
| Common Stock Option | \$ 38.8 | | | | | 02/20/2014 ⁽⁵⁾ | 02/20/2020 | Common Stock | 6,800 |
| Common Stock Option | \$ 50.32 | | | | | 02/27/2015 ⁽⁵⁾ | 02/27/2021 | Common Stock | 3,800 |
| Common Stock Option | \$ 67.08 | | | | | 02/12/2016 ⁽⁵⁾ | 02/12/2022 | Common Stock | 3,200 |
| Common Stock Option | \$ 54.3 | | | | | 02/17/2017 ⁽⁵⁾ | 02/17/2023 | Common Stock | 6,300 |
| Common Stock Option | \$ 75.61 | | | | | 02/23/2018 ⁽⁵⁾ | 02/23/2024 | Common Stock | 3,800 |
| Common Stock Option | \$ 73.21 | | | | | 02/21/2019 ⁽⁵⁾ | 02/21/2025 | Common Stock | 4,700 |
| Common Stock Option | \$ 44.69 | 04/01/2019 | | A | 10,684 | 04/01/2020 ⁽⁶⁾ | 04/01/2029 | Common Stock | 10,684 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Engelhardt Tracey G
3680 VICTORIA STREET N
SHOREVIEW, MN 55126

SVP, Direct-to-Consumer

Signatures

Jeffrey L. Cotter as Power of Attorney for Tracey G.
Engelhardt

04/03/2019

**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) Total ownership includes 948 shares of restricted stock.
Restricted Stock Units were awarded on 1/19/18 under the Company's Long-Term Incentive Plan. The units will vest and be converted into common stock on the second anniversary of the date of grant if, subject to certain exceptions, the holder remains in the employ of the Company through such date. Award results from an advance election by executive to receive a portion of their 2017 annual incentive compensation in restricted stock units in lieu of cash.
- (2) Restricted Stock Units were awarded on 1/22/19 under the Company's Long-Term Incentive Plan. The units will vest and be converted into common stock on the second anniversary of the date of grant if, subject to certain exceptions, the holder remains in the employ of the Company through such date. Award results from an advance election by executive to receive a portion of their 2018 annual incentive compensation in restricted stock units in lieu of cash.
- (3) Restricted Stock Units awarded on 4/1/19 under the Company's Long-Term Incentive Plan, subject to the following vesting schedule:
1,119 units will vest in four equal amounts on each of the first four anniversaries of the date of grant, and 727 units will vest in three equal amounts on each of the first three anniversaries of the date of grant. Upon vesting, each unit is converted into a share of common stock. Subject to certain exceptions, vesting is contingent upon continued employment.
- (4) Options vest in three equal installments on the three succeeding anniversary dates of the date of grant, provided the holder remains in the employ of the Company. Date entered reflects date on which first installment vests(ed).
- (5) Options vest in four equal installments on the four succeeding anniversary dates of the date of grant, provided the holder remains in the employ of the Company. Date entered reflects date on which first installment vests(ed).
- (6)

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.