

Upadhyaya Raj B
Form 4
February 05, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Upadhyaya Raj B

2. Issuer Name **and** Ticker or Trading
Symbol
SIGMATRON INTERNATIONAL
INC [SGMA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SIGMATRON
INTERNATIONAL, INC., 2201
LANDMEIER RD.

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Executive Vice President

(Street)
ELK GROVE VILLAGE, IL 60007

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
Person

(City) (State) (Zip)

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	01/26/2018		M	2,420 A \$ 3.6	2,420	D	
Common Stock	01/26/2018		S	2,420 D \$ 9.23	0	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
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SEC 1474
(9-02)

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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 (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)	8. Amount or Number of Shares
Stock Option (right to buy) ⁽¹⁾	\$ 3.6	01/26/2018		M	1,025	07/19/2012 07/18/2022	Common Stock	1,025
Stock Option (right to buy) ⁽³⁾	\$ 3.6	01/26/2018		M	1,395	07/19/2013 07/18/2022	Common Stock	1,395

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upadhyaya Raj B C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIER RD. ELK GROVE VILLAGE, IL 60007			Executive Vice President	

Signatures

/s/ Raj B.
Upadhyaya 02/05/2018

**Signature of Date
Reporting Person

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 2,420 options exercised as described on this Table II were issued on July 19, 2012, pursuant to and under a single stock option plan and stock option agreement. The exercise of these options are disclosed as two entries solely as a result of the different exercise dates.
- (2) This column needs to be blank.
- (3) The 2,420 options exercised as described on this Table II were issued on July 19, 2012, pursuant to and under a single stock option plan and stock option agreement. The exercise of these options are disclosed as two entries solely as a result of the different exercise dates.

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(4) This column needs to be blank.

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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