

SUNDT H WILSON
Form 4
March 26, 2010

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 *
SUNDT H WILSON

2. Issuer Name and Ticker or Trading Symbol
UNISOURCE ENERGY CORP
[UNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 S. CHURCH AVENUE, SUITE
201

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2002

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

TUCSON, AZ 85701

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | |
| Common Stock | 05/10/2002 | | A | | 516 | A | \$ 0 | 1,000 ⁽¹⁾ | D |
| Common Stock | 05/10/2002 | | D | | 516 | D | <u>(2)</u> | 1,000 ⁽¹⁾ | D |
| Common Stock | 01/02/2003 | | A | | 573 | A | \$ 0 | 1,000 ⁽¹⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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(9-02)

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 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) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 18.74 | 01/03/2002 | | A | 2,000 | (3) | (3) | Common Stock | 2,000 |
| Restricted Stock Units (in lieu of restricted stock) | (4) | 05/10/2002 | | A | 516 | (4) | (4) | Common Stock | 516 |
| Stock Option (right to buy) | \$ 17.44 | 01/02/2003 | | A | 2,358 | (3) | (3) | Common Stock | 2,358 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SUNDT H WILSON 1 S. CHURCH AVENUE SUITE 201 TUCSON, AZ 85701 | | X | | |

Signatures

UniSource Energy Corporation, on behalf of H. Wilson Sundt (deceased)

03/26/2010

**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 reporting person has not had any reportable transactions since retiring as a director of UniSource Energy Corporation on May 9, 2003. Therefore, the holdings listed reflect the holdings as of May 9, 2003. The shares or units, as applicable, being reported in this filing were reflected in the reporting person's holdings as disclosed in prior proxy statements filed by UniSource Energy Corporation.
- (1) The reporting person exchanged restricted stock shares for an equivalent number of restricted stock units in lieu of restricted stock shares on the date of the grant of such restricted stock.
 - (2) The options vest as follows: 1/3 on the first anniversary of the date of the grant, 1/3 on the second anniversary of the date of the grant, and 1/3 on the third anniversary of the date of the grant. They expire on the date that is 10 years from the date of grant.
 - (3) The restricted stock units in lieu of restricted stock vest on the third anniversary of the date of grant and are payable after vesting in accordance with the election of the reporting person on the date of grant.

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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