

MAXWELL TECHNOLOGIES INC
 Form 4
 January 19, 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 *
HUMPHREY CHRISTOPHER

2. Issuer Name and Ticker or Trading Symbol
MAXWELL TECHNOLOGIES INC [MXWL]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
3888 CALLE FORTUNADA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2016

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
VP of Marketing and Bus. Dev.

SAN DIEGO, CA 92123
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De...
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/15/2016	A	17,720					(2)	(2)	Common Stock	17,720
Market Stock Units	(4)	01/15/2016	A	35,440					(5)	(5)	Common Stock	35,440

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUMPHREY CHRISTOPHER 3888 CALLE FORTUNADA SAN DIEGO, CA 92123			VP of Marketing and Bus. Dev.	

Signatures

Sabrina Randolph,
Attorney-in-fact
01/19/2016

__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) Each restricted stock unit represents a right to receive one share of the Issuer's common stock.
- (2) Award vests in annual installments over 4 years as long as holder remains in service to the Company. Vested shares will be delivered to the holder shortly after the vesting date.
- (3) These units were received as a grant or award for no consideration.
- (4) Each market stock unit represents a right to receive one share of the Issuer's common stock.
This award represents market stock units with vesting based on performance of the Company's common stock compared to the Nasdaq Composite Index over overlapping performance periods of up to three years. Depending on the level of performance actually achieved, the number of shares that may vest under this award will vary. The number of shares included in the table above represents the maximum number that could vest under the award.
- (5)

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.