

ALAMO GROUP INC
Form 4
December 18, 2014

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 *
MARTIN GARY L

(Last) (First) (Middle)
2301 VERSAILLES CT.
(Street)
HEATH, TX 75032
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALAMO GROUP INC [ALG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Following 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 (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Derivative (Right to Buy) for directors	\$ 25.18	12/16/2014	J ⁽¹⁾		5,000 ⁽²⁾	05/07/2008 ⁽²⁾	05/06/2017	Common Stock	5,000
Derivative (Right to Buy) for directors	\$ 11.45	12/16/2014	J ⁽¹⁾		3,864 ⁽³⁾	05/11/2010 ⁽³⁾	05/11/2019	Common Stock	3,864

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN GARY L 2301 VERSAILLES CT. HEATH, TX 75032		X		

Signatures

Kelly Watson (Power of Attorney attached) 12/17/2014

__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) On December 16, 2014, the Issuer's Board of Directors approved the transfer of options to acquire 8,864 shares of the Issuer's common stock from the Reporting Person to Capital Southwest Corporation ("CSW"), pursuant to an agreement entered into between the Reporting Person and CSW stipulating that the transferred options are intended to be for the benefit of CSW, and the balance is intended to be for the benefit of the Reporting Person. The Reporting Person is the former Chairman of the Board, President and Chief Executive Officer of CSW. The transferred options will be subject to the lock-up agreement dated November 12, 2014 entered into by CSW with the underwriters of shares of the Issuer's common stock that CSW sold in a public offering on November 12, 2014.
- (2) These options were originally granted to the Reporting Person on May 7, 2007 pursuant to the Alamo Group Inc. First Amended and Restated 1999 Non-Qualified Stock Option Plan. These options vested in five equal annual installments beginning on May 7, 2008.
- (3) These options were originally granted to the Reporting Person on May 11, 2009 pursuant to the Alamo Group Inc. First Amended and Restated 1999 Non-Qualified Stock Option Plan. These options vested in 5 equal annual installments beginning on May 11, 2010.

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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