

UNISYS CORP

Form 4

February 14, 2017

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 *
ALTABEF PETER

(Last) (First) (Middle)

C/O UNISYS CORPORATION, 801
LAKEVIEW DRIVE

(Street)

BLUE BELL, PA 19422

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNISYS CORP [UIS]

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

02/10/2017

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/10/2017		M		45,564	A	\$ 0	98,225	D	
Common Stock	02/10/2017		M		47,511	A	\$ 0	145,736	D	
Common Stock	02/10/2017		F		18,984	D	\$ 14.15	126,752	D	
Common Stock	02/10/2017		F		19,930	D	\$ 14.15	106,822	D	

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

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(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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/10/2017		M		47,511		(2)	(2)	Common Stock	45,564
Restricted Stock Units	(3)	02/10/2017		M		47,511		(4)	(4)	Common Stock	47,511

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ALTABEF PETER C/O UNISYS CORPORATION 801 LAKEVIEW DRIVE BLUE BELL, PA 19422	X President and CEO

Signatures

John M. Ambruster, attorney-in-fact for Peter Altabef 02/14/2017

__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 contingent right to receive 0.959 shares of Unisys Corporation common stock.
- (2) Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operation profit for that year in each of 2016, 2017, and 2018, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019. This report only relates to the PB-RSUs the reporting person earned

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based on the 2016 performance goal. All shares resulting from such earned PB-RSUs vested on February 11, 2017.

- (3) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (4) Time-based restricted stock units granted under the terms of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal installments beginning February 11, 2017.

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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