PPG INDUSTRIES INC

Form 4

February 22, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **HOLT VICTORIA M**

2. Issuer Name and Ticker or Trading Symbol

PPG INDUSTRIES INC [PPG]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

PPG INDUSTRIES, INC.,, ONE

PPG PLACE

(Month/Day/Year)

02/20/2008

X_ Officer (give title Other (specify

(Check all applicable)

below) Sr. VP, Glass & Fiber Glass

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

PITTSBURGH,, PA 15272

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	·			
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (1)	\$ 63.69	02/20/2008		A	13,600	02/20/2011	02/19/2018	Common Stock	13,600
Phantom Stock Units (2)	(3)	02/20/2008		A	846	<u>(4)</u>	<u>(5)</u>	Common Stock	846
Phantom Stock Units ⁽⁷⁾	(3)	02/20/2008		A	4,500	<u>(4)</u>	(5)	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			

HOLT VICTORIA M PPG INDUSTRIES, INC., ONE PPG PLACE PITTSBURGH,, PA 15272

Sr. VP, Glass & Fiber Glass

Signatures

Dirk R. Gardner, Attorney-in-Fact for Victoria
M. Holt

02/22/2008

**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).
- $(1) \quad \hbox{Right to buy granted under the PPG Industries, Inc. Omnibus Incentive Plan. } \\$
- (2) Upon the settlement of the 2005 total shareholder return contingent shares award, the reporting person deferred the receipt of 846 shares of common stock and received instead 846 phantom stock units pursuant to the PPG Industries, Inc. Deferred Compensation Plan.
- (3) The security converts to common stock on a one-for-one basis.
- (4) Immediately.
- (5) After termination of employment with PPG.
- (6) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan.
- (7) Upon the settlement of the 2005 restricted stock unit performance award, the reporting person deferred the receipt of 4500 shares of common stock and received instead 4500 phantom stock units pursuant to the PPG Industries, Inc. Deferred Compensation Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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