

MULTI COLOR Corp
Form 4
June 10, 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 *
Needham Floyd E

(Last) (First) (Middle)

4053 CLOUGH WOODS DR

(Street)

BATAVIA, OH 45103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MULTI COLOR Corp [LABL]

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2016

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)
Chief Operating Officer - CPG

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	06/08/2016		M		1,500	A	\$ 23.35
Common Stock	06/08/2016		M		1,500	A	\$ 19.17
Common Stock	06/08/2016		M		1,500	A	\$ 28.09
Common Stock	06/08/2016		M		3,000	A	\$ 35.98
Common Stock	06/08/2016		S		7,500	D	\$ 63.3105

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Common Stock 448 I By 401(k) plan

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 (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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase	\$ 23.35	06/08/2016		M	1,500	05/12/2016 05/12/2021	Common Stock	1,500	
Options to purchase	\$ 19.17	06/08/2016		M	1,500	05/22/2016 05/22/2022	Common Stock	1,500	
Options to purchase	\$ 28.09	06/08/2016		M	1,500	05/16/2016 05/16/2023	Common Stock	1,500	
Options to purchase	\$ 35.98	06/08/2016		M	3,000	04/01/2015 ⁽³⁾ 04/01/2024	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Needham Floyd E
4053 CLOUGH WOODS DR
BATAVIA, OH 45103

Chief Operating Officer - CPG

Signatures

/s/ Floyd E. Needham by Jocelyn F. Manning,
Attorney-in-Fact

06/10/2016

__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) Granted pursuant to the 2003 Stock Incentive Plan of Multi-Color Corporation.
- (2) Granted pursuant to the 2012 Stock Incentive Plan of Multi-Color Corporation.
- (3) 1,500 options became exercisable on each of 4/1/2015 and 4/1/2016.

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.