

BENCHMARK ELECTRONICS INC
 Form 4
 November 25, 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 *
 DELLY GAYLA J

2. Issuer Name and Ticker or Trading Symbol
 BENCHMARK ELECTRONICS INC [BHE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3000 TECHNOLOGY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2014

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

ANGLETON, TX 77515

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

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 11/21/2014 | | M | | 15,484 A \$ 23.3667 | 236,277 | D |
| Common Stock | 11/21/2014 | | S | | 15,484 D \$ 24.211 | 220,793 | D |
| Common Stock | 11/24/2014 | | M | | 1,000 A \$ 23.3667 | 221,793 | D |
| Common Stock | 11/24/2014 | | S | | 1,000 D \$ 24.115 | 220,793 | D |
| Common Stock | 11/25/2014 | | M | | 8,586 A \$ 23.3667 | 229,379 | D |

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Common Stock 11/25/2014 S 8,586 D \$ 24.136 220,793 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 23.3667 | 11/21/2014 | | M | 15,484 (1) | (2) 11/30/2014 | Common Stock | 15,484 |
| Stock Option (right to buy) | \$ 23.3667 | 11/24/2014 | | M | 1,000 (1) | (2) 11/30/2014 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 23.3667 | 11/25/2014 | | M | 8,586 (1) | (2) 11/30/2014 | Common Stock | 8,586 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DELLY GAYLA J 3000 TECHNOLOGY DRIVE ANGLETON, TX 77515 | X | | President & CEO | |

Signatures

Gayla J. Delly

11/25/2014

**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) The option was set to expire on November 30, 2014.
 - (2) The option vested over a four-year period ending November 30, 2008.

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.