BALL M LEROY Form 4 March 06, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

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January 31, 2005

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response...

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may continue.

See Instruction

Check this box

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).

Common

Stock

03/02/2018

(Print or Type Responses)

1. Name and Address of Reporting Person * BALL M LEROY			2. Issuer Name and Ticker or Trading Symbol Koppers Holdings Inc. [KOP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(= un approvato)		
436 SEVENTH AVENUE			(Month/Day/Year) 03/02/2018	X Director 10% OwnerX Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
PITTSBURGH	I, PA 15219		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

							1 CISOII		
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Secur	ities Acc	quired, Disposed of,	or Beneficiall	y 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. Securition(A) or Dis (Instr. 3, 4	sposed	of (D)	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)
Common Stock	03/02/2018		A	10,775	A	\$0	70,212.2224	D	
Common Stock	03/02/2018		M	2,267	A	\$ 0 (1)	72,479.2224	D	
Common Stock	03/02/2018		A	88,360	A (2)	\$0	160,839.2224	D	

D

41.6 (4)

38,386

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

F

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

122,453.2224

D

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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 orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Rights to Buy)	\$ 41.6	03/02/2018		A	41,123	(5)	03/02/2028	Common Stock	41,123
Restricted Stock Units	(1)	03/02/2018		M	2,267	<u>(6)</u>	<u>(6)</u>	Common Stock	2,267

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BALL M LEROY							
436 SEVENTH AVENUE	X		President and CEO				
PITTSBURGH, PA 15219							

Signatures

/s/Steven R. Lacy, Attorney-in-Fact 03/06/2018

**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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Represents previously granted performance share units for which the performance criteria for the three-year performance period of 2015 through 2017 have been satisfied.
- (3) Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of performance-based restricted stock units.

Reporting Owners 2

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- Includes 164 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase (4) Plan ("ESPP") as of December 29, 2017, the date of the latest available statement of the reporting person's ESPP Holdings. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- (5) The reporting person was granted stock options on March 2, 2018, which will vest in four equal annual installments, with the first installment vesting on March 2, 2019.
- (6) On March 3, 2017, the reporting person was granted restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

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.