

GOTTWALD THOMAS E
 Form 4
 December 20, 2018

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 *
 GOTTWALD THOMAS E

(Last) (First) (Middle)
 330 SOUTH FOURTH STREET
 (Street)

RICHMOND, VA 23219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NEWMARKET CORP [NEU]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/18/2018

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)
 Chairman, President & 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 (D) Price | | | |
| Common Stock | 12/18/2018 | | F | 74 ⁽¹⁾ D \$ 386.65 | 170,527 ⁽²⁾ | D | |
| Common Stock | | | | | 138,073 ⁽²⁾ | I | By grantor retained annuity trust |
| Common Stock | | | | | 33,775 ⁽³⁾ | I | NewMarket Savings Plan ⁽³⁾ |
| Common Stock | | | | | 4,598 | I | Shares held by wife |
| | | | | | 500 | I | |

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| | | | | |
|--------------|---------|---|--|---|
| Common Stock | | | | Shares held for reporting person's son Mark Haywood Gottwald |
| Common Stock | 63,195 | I | | Shares held as co-trustee fbo reporting person's children u/sdtd. 4/8/94 |
| Common Stock | 10,218 | I | | Shares held by Bruce C. Gottwald, Jr., as fbo Mark Haywood Gottwald u/a dtd. 10/18/95 |
| Common Stock | 6,889 | I | | Shares held as co-trustee fbo reporting person's children u/a dtd. 12/16/91 |
| Common Stock | 212,407 | I | | Shares held as co-trustee fbo (among others reporting Floyd D. Gottwald) |

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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|---------------------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| GOTTWALD THOMAS E 330 SOUTH FOURTH STREET RICHMOND, VA 23219 | X | | Chairman, President & CEO | | |

Signatures

/s/ M. Rudolph West (by Power of Attorney for Thomas E. Gottwald) 12/20/2018

__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) On December 2, 2015, the Compensation Committee of the Board of Directors of NewMarket Corporation (the "Company") approved stock awards to be granted on December 18, 2015 (the "Award Date") pursuant to the Company's 2014 Incentive Compensation and Stock Plan. The stock vested on December 18, 2018. The disposition being reported on this Form 4 represents the shares withheld in satisfaction of the withholding tax liability.
- (2) On September 6, 2018, 47,864 shares of the Company's common stock were transferred out of the 2015 GRAT as an annuity payment to the reporting person's directly held account.
- (3) The increase in shares is due to periodic purchases by the Plan Trustee pursuant to the Plan.

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.