#### AMERICAN VANGUARD CORP

Form 4 May 25, 2017

## FORM 4

subject to

Section 16.

Form 4 or

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person \* WINTEMUTE ERIC G

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

(Middle)

(Zip)

AMERICAN VANGUARD CORP

(Check all applicable)

[AVD]

(Last) (First) 3. Date of Earliest Transaction

\_X\_\_ Director X\_ Officer (give title

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Month/Day/Year)

05/23/2017

Chairman & CEO

6. Individual or Joint/Group Filing(Check

4695 MACARTHUR COURT, STE 1200

(Street)

(State)

05/23/2017

(City)

Stock

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

NEWPORT BEACH, CA 92660

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

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

(1) (2) (3)

Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

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

\$0

(D) Price Amount

D

Code V Common F

29,125

D 875,043

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable Date	*	Title	Number		
							2		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 9	Director	10% Owner	Officer	Other			
WINTEMUTE ERIC G							
4695 MACARTHUR COURT, STE 1200	X		Chairman & CEO				
NEWPORT BEACH, CA 92660							

# **Signatures**

/s/ ERIC G.
WINTEMUTE

\*\*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).

The reporting person delivered these time-based restricted shares to issuer in payment of the tax liability associated with the vesting of 52,715 shares of restricted stock (both time-based and performance shares) in accordance with Rule 16b-3. On May 23, 2014, reporting person was awarded 20,275 time-based restricted shares and 20,275 performance shares. The first tranche vested in its entirety on the

- (1) transaction date above. The second tranche was subject to certain financial metrics to be measured over the performance period of January 1, 2015 through December 31, 2017, namely: i) issuer's earnings before income tax ("EBIT") as compared to the median growth (computed in terms of compound annual growth) of a peer group (consisting of Syngenta, Bayer, BASF, Dow, Monsanto, DuPont, Makteshim, Nufarm, FMC, Cheminova, United Phosphorus and
- (Continued from Footnote 1) Isagro (the "Ag Peers")); ii) issuer's net sales as compared to the median growth of the Ag Peers; and iii) the relative growth of the fair market value of issuer's common stock as compared to that of (x) the Russell 2000 Index and (y) the median fair market value of the common stock of the comparator companies identified in issuer's 2014 Proxy Statement (the "TSR" measure). In determining the number of performance shares earned, the EBIT measure was to be weighted 50 percent, the net sales measure was to be weighted 30 percent and the TSR was to be weighted 20 percent. The size of the payout was further subject to increase or decrease based upon the percent goal achieved and could vary from zero to 200 percent of the target award.
- (Continued from Footnote 2) In this case, during the performance period, issuer's EBIT and net sales were in excess of 125 percent of the median growth of the Ag Peers and, accordingly, reporting person earned 200 percent of the payout for those categories (weighted at 80 percent of the total performance target), while the TSR goals were below the 30th percentile of both the Russell 2000 Index and that of the proxy peers (thus, reporting person earned zero percent of the target with respect to this category). Thus, reporting person earned the product of 20,275 (target shares) x 80% (for the EBIT and net sales categories) x 200% or 32,440 shares from the performance share award. This figure, plus the vesting of 20,275 time-based shares totals 52,715 shares of common stock.

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