MATERION Corp
Form 4
May 12, 2014

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAMPA JOHN D

(Last) (First) (Middle)

6070 PARKLAND BLVD.

(Street)

MAYFIELD, OH 44124

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MATERION Corp [MTRN]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP Finance and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	05/08/2014		A		4,620	A	$ 0	28,564	D	
Common Stock	05/08/2014		M		7,500	A	$ 17.68	36,064	D	
Common Stock	05/08/2014		S		6,800	D	$ 32.98 (1)	29,264	D	
Common Stock	05/08/2014		S		700	D	$ 33.31 (2)	28,564	D	
Common Stock	05/09/2014		M		4,670	A	$ 17.68	33,234	D	

Common Stock	05/09/2014		S	4,670	D	$ 33.0687 (3)	28,564	D	
Common Stock							9,286	I	Held in trust
Common Stock							702.546	I	Held in 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
Stock Appreciation Rights	$ 33.29	05/08/2014		A		12,060		05/08/2017	05/08/2021	common stock	
Employee Stock Option	$ 17.68	05/08/2014		M			7,500	02/08/2008	02/08/2015	Common Stock	
Employee Stock Option	$ 17.58	05/09/2014		M			4,670	02/08/2008	02/08/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAMPA JOHN D 6070 PARKLAND BLVD. MAYFIELD, OH 44124			Sr. VP Finance and CFO	

Signatures

Susan J. MacDonald / Atty in fact 05/12/2014

**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 price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from $32.28 - $33.24, inclusive.

(2) The price reported is a weighted-average price. These shares were sold in four transactions at prices ranging from $33.28 - $33.41, inclusive.

(3) The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from $32.65 - $33.32, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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