

SUPERIOR UNIFORM GROUP INC
 Form 4
 March 20, 2017

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 *
 DEMOTT ANDREW D JR

2. Issuer Name and Ticker or Trading Symbol
 SUPERIOR UNIFORM GROUP INC [SGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Operating Officer & CFO

SUPERIOR UNIFORM GROUP, 10055 SEMINOLE BLVD.

(Street)

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

SEMINOLE, FL 33772

(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 | 03/16/2017 | | M | | 18,286 (1) \$ 5.645 | A | 145,749 D |
| Common Stock | 03/16/2017 | | D | | 5,783 (2) \$ 17.85 | D | 139,966 D |
| Common Stock | 03/16/2017 | | F | | 3,420 (3) \$ 17.85 | D | 136,546 D |
| Common Stock | 03/17/2017 | | M | | 17,714 (4) \$ 5.645 | A | 154,260 D |
| Common Stock | 03/17/2017 | | F | | 5,543 (5) \$ 18.04 | D | 148,717 D |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Appreciation Rights | \$ 5.645 | 03/16/2017 | | M | 18,286 | 02/01/2013 ⁽⁶⁾ 02/01/2018 | Common Stock |
| Stock Options (Right to Buy) | \$ 5.645 | 03/17/2017 | | M | 17,714 | 02/01/2013 ⁽⁷⁾ 02/01/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMOTT ANDREW D JR SUPERIOR UNIFORM GROUP 10055 SEMINOLE BLVD. SEMINOLE, FL 33772 | | | Chief Operating Officer & CFO | |

Signatures

/s/ Andrew D. Demott, Jr. 03/20/2017

**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) Shares acquired upon the exercise of stock-settled stock appreciation rights.

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- (2) Shares disposed of to the issuer to cover the exercise price of the exercised stock-settled stock appreciation rights.
- (3) Shares withheld by the issuer to cover applicable withholding taxes related to the exercise of the stock-settled stock appreciation rights.
- (4) Shares acquired upon the exercise of stock options.
- (5) These shares were delivered to the Issuer to satisfy the exercise price of 17,714 stock options.
- (6) These stock appreciation rights are fully vested on date of grant.
- (7) These options are fully vest on date of grant.

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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