

BRADY CORP
Form 4
December 13, 2016

FORM 4

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

OMB APPROVAL

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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 *
Pearce Aaron James

(Last) (First) (Middle)
6555 W. GOOD HOPE ROAD
(Street)

MILWAUKEE, WI 53223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRADY CORP [BRC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2016

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)
SR VP, CFO & Treasurer

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 or (D) Price		
Class A Common Stock	12/12/2016		M		5,000 (1) \$ 38.31	49,222	D
Class A Common Stock	12/12/2016		F		4,946 (1) \$ 39.13	44,276	D
Class A Common Stock	12/12/2016		M		20,000 (2) \$ 36.07	64,276	D
Class A Common	12/12/2016		F		19,195 (2) \$ 39.13	45,081	D

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Stock								
Class A Common Stock	12/12/2016		M	<u>5,000</u> (3)	A	\$ 20.95	50,081	D
Class A Common Stock	12/12/2016		F	<u>3,804</u> (3)	D	\$ 39.13	46,277	D
Class A Common Stock	12/12/2016		M	<u>7,000</u> (4)	A	\$ 28.73	53,277	D
Class A Common Stock	12/12/2016		F	<u>6,042</u> (4)	D	\$ 39.13	47,235	D
Class A Common Stock	12/12/2016		M	<u>10,000</u> (5)	A	\$ 29.1	57,235	D
Class A Common Stock	12/12/2016		F	<u>8,680</u> (5)	D	\$ 39.13	48,555	D
Class A Common Stock	12/12/2016		M	<u>9,000</u> (6)	A	\$ 27	57,555	D
Class A Common Stock	12/12/2016		F	<u>7,563</u> (6)	D	\$ 39.13	49,992	D

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Stock Option Net Exercise	\$ 38.31	12/12/2016	M	5,000	(7)	12/04/2017	Class A Common Stock	5,000
Stock Option Net Exercise	\$ 36.07	12/12/2016	M	20,000	(7)	07/22/2018	Class A Common Stock	20,000
Stock Option Net Exercise	\$ 20.95	12/12/2016	M	5,000	(7)	12/04/2018	Class A Common Stock	5,000
Stock Option Net Exercise	\$ 28.73	12/12/2016	M	7,000	(7)	09/25/2019	Class A Common Stock	7,000
Stock Option Net Exercise	\$ 29.1	12/12/2016	M	10,000	(7)	09/24/2020	Class A Common Stock	10,000
Stock Option Net Exercise	\$ 27	12/12/2016	M	9,000	(7)	09/30/2021	Class A Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pearce Aaron James 6555 W. GOOD HOPE ROAD MILWAUKEE, WI 53223			SR VP, CFO & Treasurer	

Signatures

Heidi Knueppel,
Attorney-In-Fact

12/13/2016

**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) Represents net exercise of stock option. 5,000 options were exercised, resulting in a net gain of 54 shares (105 gross shares less payroll tax withholding of 51 shares).
- (2) Represents net exercise of stock option. 20,000 options were exercised, resulting in a net gain of 805 shares (1,564 gross shares less payroll tax withholding of 759 shares).

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- (3) Represents net exercise of stock option. 5,000 options were exercised, resulting in a net gain of 1,196 shares (2,323 gross shares less payroll tax withholding of 1,127 shares).
- (4) Represents net exercise of stock option. 7,000 options were exercised, resulting in a net gain of 958 shares (1,860 gross shares less payroll tax withholding of 902 shares).
- (5) Represents net exercise of stock option. 10,000 options were exercised, resulting in a net gain of 1,320 shares (2,563 gross shares less payroll tax withholding of 1,243 shares).
- (6) Represents net exercise of stock option. 9,000 options were exercised, resulting in a net gain of 1,437 shares (2,790 gross shares less payroll tax withholding of 1,353 shares).
- (7) Represents options exercisable one third each year for the three years subsequent to 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.

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