

Miller Larry Lee
Form 4
February 13, 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 *
Miller Larry Lee

2. Issuer Name and Ticker or Trading Symbol
PHIBRO ANIMAL HEALTH CORP
[PAHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

300 FRANK W. BURR BLVD., STE 21

02/09/2018

Chief Operating Officer

(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

TEANECK, NJ 07666

(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	(A) or (D)	Price
Class A Common Stock	02/09/2018		M ⁽¹⁾	A	8,582			\$ 11.83
Class A Common Stock	02/09/2018		S ⁽¹⁾	D	8,582			\$ 35.36 ⁽²⁾
Class A Common Stock	02/09/2018		M ⁽¹⁾	A	5,600			\$ 11.83
Class A Common Stock	02/09/2018		S ⁽¹⁾	D	5,600			\$ 0

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Common Stock						35.69 (3)		
Class A Common Stock	02/12/2018		M ⁽¹⁾	17,804	A	\$ 11.83	17,804	D
Class A Common Stock	02/12/2018		S ⁽¹⁾	17,804	D	\$ 35.61 (4)	0	D
Class A Common Stock	02/12/2018		M ⁽¹⁾	500	A	\$ 11.83	500	D
Class A Common Stock	02/12/2018		S ⁽¹⁾	500	D	\$ 36.22 (5)	0	D
Class A Common Stock	02/13/2018		M ⁽¹⁾	22,086	A	\$ 11.83	22,086	D
Class A Common Stock	02/13/2018		S ⁽¹⁾	22,086	D	\$ 35.05 (6)	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 11.83	02/09/2018		M ⁽¹⁾	14,182	03/01/2012 02/28/2019	Class A Common Stock	14,182	
Option to purchase	\$ 11.83	02/12/2018		M ⁽¹⁾	18,304	03/01/2012 02/28/2019	Class A Common	18,304	

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Common Stock								Stock
Option to purchase Common Stock	\$ 11.83	02/13/2018	<u>M</u> ⁽¹⁾	22,086	03/01/2012	02/28/2019	Class A Common Stock	22,086

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Larry Lee 300 FRANK W. BURR BLVD. STE 21 TEANECK, NJ 07666			Chief Operating Officer	

Signatures

/s/ Thomas G. Dagger, as Attorney-in-Fact for Larry Lee Miller	02/13/2018
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 sales reported in the Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 4, 2017.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.65 to \$35.60, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.65 to \$35.90, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.15 to \$36.00, inclusive.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.18 to \$36.40, inclusive.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.75 to \$35.40, inclusive.

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.