

AMERICAN GREETINGS CORP

Form 4

August 13, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACDONALD WILLIAM E III

(Last) (First) (Middle)

C/O ONE AMERICAN ROAD

(Street)

CLEVELAND, OH 44144

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN GREETINGS CORP
[AM]

3. Date of Earliest Transaction
(Month/Day/Year)
08/09/2013

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)

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)
Class A Common Shares	08/09/2013		D	11,588 ⁽¹⁾	D \$ 19 0	D	
Class A Common Shares	08/09/2013		D	3,902.294 ⁽²⁾	D \$ 19 0	I	By Deferred Comp.

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
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SEC 1474
(9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 26.08	08/09/2013		D	7,000 (3)	09/24/2009 09/24/2017	Class A Common Shares 7,000
Stock Option	\$ 18.12	08/09/2013		D	7,000 (4)	05/01/2010 05/01/2018	Class A Common Shares 7,000
Stock Option	\$ 7.73	08/09/2013		D	7,000 (4)	05/01/2011 05/01/2019	Class A Common Shares 7,000
Stock Option	\$ 10.7	08/09/2013		D	8,000 (4)	06/26/2011 06/26/2019	Class A Common Shares 8,000
Stock Option	\$ 24.69	08/09/2013		D	15,000 (3)	05/03/2012 05/03/2020	Class A Common Shares 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACDONALD WILLIAM E III C/O ONE AMERICAN ROAD CLEVELAND, OH 44144	X

Signatures

Christopher W. Haffke, Power of Attorney for William E. MacDonald, III 08/13/2013

____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).

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- Disposed of pursuant to Merger Agreement among issuer, Century Intermediate Holding Company and Century Merger Company (the
- (1) "Merger Agreement") in exchange for a cash payment of \$19.00 per share, including shares underlying restricted stock units which became fully vested in accordance with the terms of the Merger Agreement.
 - (2) Disposed of pursuant to Merger Agreement in exchange for a cash payment of \$19.00 per share, such payment remaining subject to the provisions of the reporting person's underlying deferred compensation agreement(s).
 - (3) These options were cancelled pursuant to the Merger Agreement for a cash payment to be calculated based on the application of the Black-Scholes valuation applying certain assumptions as set forth in the Merger Agreement.
 - (4) These options were cancelled pursuant to the Merger Agreement for a cash payment per share of the difference between the option exercise price and \$19.00 per share.

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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