

Fulton Tricia L
Form 4
February 26, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fulton Tricia L

2. Issuer Name **and** Ticker or Trading
Symbol
SUN HYDRAULICS CORP
[SNHY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1500 WEST UNIVERSITY
PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2019

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Chief Financial Officer

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SARASOTA, FL 34243

(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			
Common Stock					62,258.1367 (1)	D	
Common Stock					5,426.04	I (2)	BY ESOP TRUST

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

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information contained in this form are not
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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Performance-Based Restricted Stock Units	\$ 0 ⁽³⁾	02/22/2019		A	5,162.5	⁽⁴⁾ ⁽⁴⁾	Common Stock
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/22/2019		A	5,162.5	⁽⁶⁾ ⁽⁶⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fulton Tricia L 1500 WEST UNIVERSITY PARKWAY SARASOTA, FL 34243	Chief Financial Officer

Signatures

Gregory C. Yadley, as Attorney-in-Fact for TRICIA L. FULTON
 02/26/2019
 **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) Includes shares purchased through the Sun Hydraulics Corporation Employee Stock Purchase Plan (140.0625 during the quarter ended September 29, 2018, and 26.944 during the quarter ended December 29, 2018).
- (2) Reflects allocations of shares under the Sun Hydraulics Corporation Employee Stock Ownership Plan.
- (3) Each performance-based Restricted Stock Unit (RSU) represents the right to receive, following vesting, up to 150% of one share of Sun Hydraulics common stock (Common Stock). The number of shares of Common Stock acquired upon vesting of the performance-based RSUs is contingent upon the achievement of pre-established performance metrics, as approved by the Company's Compensation Committee, over a three-year performance period beginning on the first day of the Company's fiscal year ending December 28, 2019 and ending on the last day of the Company's fiscal year ending January 1, 2022.
- (4) Unless earlier forfeited under the terms of the performance-based RSU, each performance-based RSU vests and converts into no more than 150% of one share of Common Stock after the determination of the achievement of the performance goals during the three-year performance period ending on the last day of the Company's fiscal year ending January 1, 2022.
- (5) Each RSU represents the right to receive, following vesting, one share of Common Stock.

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- (6) Unless earlier forfeited under the terms of the RSU, 33-1/3% of the awards vest and convert into Common Stock on each anniversary of 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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