

DeCata Michael G
 Form 4
 April 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 DeCata Michael G

2. Issuer Name and Ticker or Trading Symbol
 LAWSON PRODUCTS
 INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/11/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

C/O LAWSON PRODUCTS,
 INC., 8770 WEST BRYN MAWR
 AVENUE, SUITE 900

(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

CHICAGO, IL 60631

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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.

SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: DeCata Michael G - Form 4

| 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 | Amount or Number of Shares |
| Restricted Stock Awards | \$ 0 | 04/11/2018 | | J ⁽¹⁾ | | | 2,000 | 12/31/2019 | 12/31/2019 | Common Stock | 2,000 |
| Restricted Stock Awards ⁽²⁾ | \$ 0 | 04/11/2018 | | A ⁽³⁾ | | 2,000 | | 12/31/2019 | 12/31/2019 | Common Stock | 2,000 |
| Market Stock Units | \$ 0 | 04/11/2018 | | J ⁽¹⁾ | | | 86,901 | 12/31/2019 | 12/31/2019 | Common Stock | 86,901 |
| Market Stock Units ⁽⁴⁾ | \$ 0 | 04/11/2018 | | A ⁽³⁾ | | 86,901 | | 12/31/2019 | 12/31/2019 | Common Stock | 86,901 |
| Restricted Stock Awards | \$ 0 | 04/11/2018 | | J ⁽¹⁾ | | | 29,083 | 08/14/2020 | 08/14/2020 | Common Stock | 29,083 |
| Restricted Stock Awards ⁽⁵⁾ | \$ 0 | 04/11/2018 | | A ⁽³⁾ | | 29,083 | | 08/14/2020 | 08/14/2020 | Common Stock | 29,083 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeCata Michael G C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631 | X | | President and CEO | |

Signatures

/s/ Neil E. Jenkins, 04/13/2018
Attorney-in-Fact

**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).

Edgar Filing: DeCata Michael G - Form 4

- These previously-granted awards have been canceled in accordance with the (i) Amendment No. 1 to Award Agreement by the between
- (1) the Issuer and the Reporting Person dated as of August 14, 2017 and entered into on April 11, 2018 and (ii) Amended and Restated Restricted Stock Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person.
 - (2) The restricted stock reported will vest on December 31, 2019 if the Reporting Person is still employed by the Issuer. The Reporting Person is required to hold 100% of the restricted stock that vests, net of taxes, until December 31, 2021.
- These awards were granted to the Reporting Person in accordance with the (i) Amended and Restated Restricted Stock Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person; and (ii) Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person.
- (3)
 - (4) Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the performance of the Issuer's common stock from the grant date to December 31, 2019.
 - (5) Represents the right to receive shares of common stock on the exercise date in an amount equal to the number of restricted stock awards.

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.