KEY TRONIC CORP

Form 4 June 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Larsen Brett R. Issuer Symbol KEY TRONIC CORP [KTCC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 4424 N. SULLIVAN ROAD 06/06/2016 below) below) See Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SPOKANE VALLEY, WA 99216 Person

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquir Month/Day/Year) Execution Date, if any Code (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)		d of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/06/2016		M	5,011 (1)	A	\$ 4.4	15,463	D	
Common Stock	06/06/2016		F	1,786 (1)	D	\$ 8.82	13,677	D	
Common Stock							1,336.8366	I	By 401(k) Plan

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

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number.

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)	TransactionDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Appreciation Right (2)	\$ 4.4	06/06/2016		M	10,000	07/27/2014	07/27/2016	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Larsen Brett R. 4424 N. SULLIVAN ROAD SPOKANE VALLEY, WA 99216

See Remarks

Signatures

/s/ Brett R. 06/06/2016

**Signature of Date
Reporting Person

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).

The number of shares to be issued upon exercise of a Stock Appreciation Right (SAR) is determined by multiplying the number of SAR units being exercised by the difference between the fair market value on the exercise date (\$8.82) and the exercise price (\$4.40) divided by the fair market value on the exercise date. A portion of the shares are then withheld to satisfy the Company's tax withholding obligations.

(2) Stock appreciation right granted pursuant to the Key Tronic Corporation 2010 Incentive Plan.

Remarks:

Executive Vice President of Administration, CFO and Treasurer

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.

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