### Edgar Filing: JOHNSTON STEVEN J - Form 4

JOHNSTON S	TEVEN J										
Form 4	012										
February 19, 2											
FORM	4 UNITED S	STATES		ITIES Al hington,			NGE (	COMMISSION		9PROVAL 3235-0287	
Check this lif no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct 1(b).	Filed pure section 17(a	suant to a a) of the	F CHAN	GES IN I SECUR	BENEFI ITIES Securiti ing Com	CIAI es E> pany	chang Act o	TNERSHIP OF ge Act of 1934, f 1935 or Sectic 40	Expires: Estimated a burden hou response	irs per	
(Print or Type Res	sponses)										
1. Name and Add JOHNSTON S	lress of Reporting I STEVEN J	Person <u>*</u>	Symbol	Name and NATI FII				5. Relationship o Issuer (Chea	f Reporting Per ck all applicable		
(Last) 6200 SOUTH	(First) (M GILMORE RD	fiddle) <b>)</b>	ddle) 3. Date of Earliest Transaction (Month/Day/Year) 02/15/2013					X Director 10% Owner X Officer (give title Other (specify below) below) President & CEO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>				
FAIRFIELD,	OH 45014-514	1							More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
Security (Instr. 3)	2. Transaction Data (Month/Day/Year)	Executi any	emed	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ties (A) o of (D	r )	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	
Common Stock								23,655	D		

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 44.7	02/15/2013		A	13,088	02/15/2014 <u>(1)</u>	02/15/2023	Common Stock	13,0
Restricted Stock Units	\$ 0	02/15/2013		А	26,176	(2)	(2)	Common Stock	26,1
Phantom Stock Shares	\$ 0					<u>(3)</u>	(3)	Common Stock	13,9

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
JOHNSTON STEVEN J 6200 SOUTH GILMORE RD FAIRFIELD, OH 45014-5141	Х		President & CEO			
Signatures						

Steven J	02/18/2013		
Johnston	02/18/2015		
<u>**</u> 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) The option vests in three annual installments beginning on the first anniversary of the date of grant.
- (2) The restricted stock units vest March 1, 2016 as set forth in the grant agreement, if performance goals are met. The number of restricted stock units shown is the maximum number of such units that may vest.

The reported phantom stock shares were acquired under the company's top hat savings plan, an "Excess Benefits Plan" within the magning of Pula 16h 2(h)(2) and are to be actually used the projection preserving extrement or other termination of service.

(3) meaning of Rule 16b-3(b)(2), and are to be settled upon the reporting person's retirement or other termination of service. The reporting person may transfer the value of his phantom stock shares into an alternative investment selection within the plan.

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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