

SIGMATRON INTERNATIONAL INC  
 Form 4  
 March 24, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 SHEEHAN JOHN P

2. Issuer Name and Ticker or Trading Symbol  
 SIGMATRON INTERNATIONAL INC [SGMA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER RD.  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/30/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 V.P. Director of Materials

ELK GROVE VILLAGE, IL 60007  
 (City) (State) (Zip)

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

**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.

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SEC 1474 (9-02)

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

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| 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) | 8.    |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |

|  |         |            |  |   |  |       |                       |              |       |
|--|---------|------------|--|---|--|-------|-----------------------|--------------|-------|
| Stock Option (right to buy) <sup>(1)</sup> | \$ 9.17 | 10/30/2013 |  | J |  | 8,250 | 09/16/2005 09/15/2015 | Common Stock | 8,250 |
|--|---------|------------|--|---|--|-------|-----------------------|--------------|-------|

|  |         |            |  |   |  |       |                       |              |       |
|--|---------|------------|--|---|--|-------|-----------------------|--------------|-------|
| Stock Option (right to buy) <sup>(3)</sup> | \$ 9.17 | 10/30/2013 |  | J |  | 8,250 | 09/16/2006 09/15/2015 | Common Stock | 8,250 |
|--|---------|------------|--|---|--|-------|-----------------------|--------------|-------|

|  |         |            |  |   |  |       |                       |              |       |
|--|---------|------------|--|---|--|-------|-----------------------|--------------|-------|
| Stock Option (right to buy) <sup>(5)</sup> | \$ 9.17 | 10/30/2013 |  | J |  | 8,500 | 09/16/2007 09/15/2015 | Common Stock | 8,500 |
|--|---------|------------|--|---|--|-------|-----------------------|--------------|-------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| SHEEHAN JOHN P<br>C/O SIGMATRON INTERNATIONAL, INC.<br>2201 LANDMEIER RD.<br>ELK GROVE VILLAGE, IL 60007 |               |           | V.P. Director of Materials |       |

## Signatures

/s/ John P. Sheehan 03/24/2014

\*\*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).
- The 25,000 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.
- (1) This column needs to be blank.
- (2) This column needs to be blank.

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- (5) This column needs to be blank.
- (6) This column needs to be blank.

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.