

MAXWELL TECHNOLOGIES INC
Form 4
March 06, 2017

FORM 4

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

OMB APPROVAL

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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 *
Fink Franz

2. Issuer Name and Ticker or Trading Symbol
MAXWELL TECHNOLOGIES INC
[MXWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3888 CALLE FORTUNADA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

SAN DIEGO, CA 92123

(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) Price			
			Code V	Amount	(D) Price		
Common Stock	03/02/2017		M	1,983	A \$ 0 (1)	220,027	D

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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This disposition represents restricted stock units with vesting subject to the achievement of Company performance targets by December 31, 2016. The amount included in the table above represents the maximum number of shares that could have vested under the grant. As the performance targets were not achieved, the restricted stock units were cancelled.

- (7) Award vests in annual installments over 4 years as long as the holder remains in service to the Company. Vested shares will be delivered to the holder shortly after the vesting date.

This award represents market stock units with vesting based on performance of the Company's common stock compared to the Nasdaq Composite Index over a period of three years. Depending on the level of performance actually achieved, the number of shares that may vest under this award will vary. The amount included in the table above represents the maximum number of shares that could vest under the grant. An additional grant of 118,000 market stock units for above-target performance was also approved by the Company's compensation committee, but is contingent upon and subject to approval of an amendment to the Company's equity incentive plan at our 2017 annual meeting of stockholders.

- (8)

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.