

FANANDAKIS NICHOLAS C
 Form 4
 September 05, 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 *
 FANANDAKIS NICHOLAS C

2. Issuer Name and Ticker or Trading Symbol
 DUPONT E I DE NEMOURS & CO
 [DD]

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

(Last) (First) (Middle)
 CHESTNUT RUN PLAZA 730, 974
 CENTRE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/31/2017

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

WILMINGTON, DE 19805

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/31/2017 | | D | (1) | 157,590.8855 | D | 0 |

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 49.9015 | 08/31/2017 | | D | 49,487 (2) | (2) 02/05/2019 | | Common Stock | 49,487 |
| Employee Stock Options (Right to Buy) | \$ 45.7189 | 08/31/2017 | | D | 57,312 (3) | (3) 02/05/2020 | | Common Stock | 57,312 |
| Employee Stock Options (Right to Buy) | \$ 59.6543 | 08/31/2017 | | D | 47,407 (4) | (4) 02/04/2021 | | Common Stock | 47,407 |
| Employee Stock Options (Right to Buy) | \$ 71.0648 | 08/31/2017 | | D | 60,380 (5) | (5) 02/03/2022 | | Common Stock | 60,380 |
| Employee Stock Options (Right to Buy) | \$ 58.76 | 08/31/2017 | | D | 84,296 (6) | (6) 02/02/2026 | | Common Stock | 84,296 |
| Employee Stock Options (Right to Buy) | \$ 76.17 | 08/31/2017 | | D | 72,073 (7) | (7) 02/01/2027 | | Common Stock | 72,073 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FANANDAKIS NICHOLAS C
CHESTNUT RUN PLAZA 730
974 CENTRE ROAD
WILMINGTON, DE 19805

Executive
Vice President
& CFO

Signatures

Erik T. Hoover by Power of
Attorney

09/05/2017

__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).

- Disposed of pursuant to merger agreement between issuer and Dow Chemical Company in exchange for 202,028.8433 shares or stock units, as applicable, of DowDuPont common stock having a market value of \$67.18 per share or stock unit, as applicable, on the effective date of the merger.
- (1) units, as applicable, of DowDuPont common stock having a market value of \$67.18 per share or stock unit, as applicable, on the effective date of the merger.
 - (2) This option, which provided for vesting in three equal annual installments beginning February 6, 2013, was assumed by DowDuPont in the merger and exchanged for 63,422 options at a grant price of \$38.93.
 - (3) This option, which provided for vesting in three equal annual installments beginning February 6, 2014, was assumed by DowDuPont in the merger and exchanged for 73,473 options at a grant price of \$35.67.
 - (4) This option, which provided for vesting in three equal annual installments beginning February 5, 2015, was assumed by DowDuPont in the merger and exchanged for 60,775 options at a grant price of \$46.54.
 - (5) This option, which provided for vesting in three equal annual installments beginning February 4, 2016, was assumed by DowDuPont in the merger and exchanged for 77,407 options at a grant price of \$55.44.
 - (6) This option, which provided for vesting in three equal annual installments beginning February 3, 2017, was assumed by DowDuPont in the merger and exchanged for 108,875 options at a grant price of \$45.84.
 - (7) This option, which provided for vesting in three equal annual installments beginning February 2, 2018, was assumed by DowDuPont in the merger and exchanged for 92,397 options at a grant price of \$59.42.

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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