

FULTON FINANCIAL CORP
 Form 4
 April 04, 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 *
 Wenger E Philip

2. Issuer Name and Ticker or Trading Symbol
 FULTON FINANCIAL CORP
 [FULT]

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

(Last) (First) (Middle)
 C/O FULTON FINANCIAL CORPORATION,, P.O. BOX 4887,
 ONE PENN SQUARE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/02/2017

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 President & CEO

LANCASTER, PA 17604
 (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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$2.50 par value common stock	04/02/2017		A		111,776.6986	A	\$ 0
							256,073.252 (1) (2)
\$2.50 par value common stock	04/02/2017		F		48,463.6986	D	\$ 17.85
							207,609.5534 (1)
\$2.50 par value						I	77,817.5969 (3)
							By 401(k)

common stock									
\$2.50 par value common stock									By 401(k) Spouse
								2,986.0576 ⁽³⁾	I
\$2.50 par value common stock									By Children
								334.79 ⁽⁴⁾	I

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. 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 Security (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount
Performance Based Restricted Stock Units	(5)	04/02/2017		M	111,776.6986	(6)	(6)	\$2.50 par value Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wenger E Philip C/O FULTON FINANCIAL CORPORATION, P.O. BOX 4887, ONE PENN SQUARE LANCASTER, PA 17604			President & CEO	

Signatures

Mark A. Crowe,
Attorney-in-Fact 04/04/2017

**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).

- (1) Includes 144,296.52610 shares held jointly with spouse.
- (2) Includes 584.555277 shares acquired on January 24, 2017 pursuant to dividend reinvestment.
- (3) Based on Plan Statement as of March 31, 2017.
- (4) Includes 1.2692 shares acquired on January 20, 2017 pursuant to dividend reinvestment.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of Fulton Financial Corporation's common stock.

This reflects the earning and vesting of certain performance-based restricted stock units, including accrued dividends, on April 2, 2017 when the HR Committee certified as to the achievement of the performance goals. These performance-based restricted stock units were originally granted on April 1, 2014, and were earned and vested based upon the achievement of return on assets, relative total shareholder return and net income goals during the performance periods specified at the time of grant.

(6) 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.