

AMERICAN VANGUARD CORP
 Form 4
 April 07, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Eilers Peter

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN VANGUARD CORP
 [AVD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Vice President/BD & Mktg-AMVAC

4695 MACARTHUR COURT,
 SUITE 1200

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

NEWPORT BEACH, CA 92660

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	04/04/2017		A	3,900 (1)	\$ 0	D	D
Common Stock	04/04/2017		A	3,900 (2) (3)	\$ 0	D	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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eilers Peter 4695 MACARTHUR COURT, SUITE 1200 NEWPORT BEACH, CA 92660			Vice President	BD & Mktg-AMVAC

Signatures

/s/ Peter Eilers 04/07/2017

**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).
- Note 1: These shares were awarded in connection with the promotion of the reporting person to his current position and comprise time-based restricted stock that vests in its entirety on January 1, 2020, provided reporting person remains continuously employed by issuer through that date.
- Note 2: These shares were awarded in connection with the promotion of the reporting person to his current position and comprise performance shares, the vesting of which occurs on two conditions: first, that reporting person remain continuously employed through January 1, 2020, and second, that the issuer achieve certain financial performance as measured over the three year performance period from January 1, 2017 through December 31, 2019. The payout of these performance shares may range from zero to 200 percent of the target number of shares, depending upon whether and to what extent issuer underachieves, meets or exceeds targeted performance, which is assessed as follows: the issuer compares its earnings before income tax (EBIT) with the median EBIT of an agchem peer group and applies a 50% factor; the issuer then compares its net sales for the performance period with the median net sales of the same group and applies a 30% factor;
- (3) (continued from footnote 2) and finally, the issuer compares its total shareholder return (TSR) over the same period with that of two groups - the Russell 2000 (10% factor) and the median TSR of peers identified in issuer's proxy (10% factor).

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.