

Maynard Steven M
Form 4
March 06, 2013

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 *
Maynard Steven M

(Last) (First) (Middle)

C/O STURM RUGER & CO
INC., 1 LACEY PLACE

(Street)

SOUTHPORT, CT 06890

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STURM RUGER & CO INC [RGR]

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

03/04/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP of Lean Business Dev.

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/04/2013		M ⁽¹⁾		5,647	A	\$ 56.09
							14,757
Common Stock	03/04/2013		F ⁽¹⁾		1,916	D	\$ 56.09
							12,841

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)	Amount or Number of Shares
Common Stock (Right to Buy)	\$ 0 ⁽²⁾	03/04/2013		M ⁽¹⁾	5,647	03/02/2013 03/02/2013	Common Stock	5,647

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maynard Steven M C/O STURM RUGER & CO INC., 1 LACEY PLACE SOUTHPORT, CT 06890			VP of Lean Business Dev.	

Signatures

/s/ Leslie M. Gasper,
attorney-in-fact
Date: 03/06/2013

**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) Conversion of restricted stock units upon achievement of time-based vesting requirement, with payroll taxes related to the conversion paid in shares.
- (2) Security converted to Common Stock on a one-to-one basis on the date vested in accordance with the terms of the award.

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. align: top">**Redemption Price** 100.000% of the principal amount of the Fixed Rate/ Floating Rate Notes**Redemption**

The Fixed Rate/ Floating Rate Notes are not redeemable at the option of the holders at any time.

RBSG may redeem the Fixed Rate/ Floating Rate Notes at its sole discretion, in whole but not in part on the Optional Redemption Date (as defined in the prospectus supplement) for each series at 100% of their principal amount plus accrued but unpaid interest to, but excluding, the date of redemption. In addition, RBSG may redeem the Fixed Rate/ Floating Rate Notes, in whole but not in part, at 100% of their principal amount plus accrued but unpaid interest to, but excluding, the date of redemption, upon the occurrence of certain tax or regulatory events as described in the prospectus supplement and the accompanying prospectus. See “*Description of Debt Securities—Redemption*,” “*Description of the Senior Notes Loss—Absorption Disqualification Event Redemption*” and “*Description of the Senior Notes— Tax Redemption*” in the prospectus supplement.

Redemption Conditions Notwithstanding any other provision, RBSG may only redeem the Fixed Rate/ Floating Rate Notes prior to the maturity date or repurchase the Fixed Rate/ Floating Rate Notes (and give notice thereof to the holders of such Fixed Rate/ Floating Rate Notes in the case of redemption), if it has obtained the prior consent of the PRA (as defined in the prospectus supplement), to the extent such consent is at the relevant time and in the relevant circumstances required by the Loss Absorption Regulations (as defined in the prospectus supplement) or applicable laws or regulations in effect in the United Kingdom, if at all, as described in the prospectus supplement under “*Description of the Senior Notes—Conditions to Redemption and Repurchase*.”

Events of Default

The Fixed/Floating Rate Notes contain very limited events of default provisions and the remedies available thereunder are limited, as described in the prospectus supplement under “*Description of the Senior Notes—Events of Default and Defaults; Limitation of Remedies.*”

Notwithstanding any other agreements, arrangements, or understandings between RBSG and any holder or beneficial owner of the Fixed Rate/ Floating Rate Notes, by its acquisition of Fixed Rate/ Floating Rate Notes, each holder and beneficial owner of the Fixed Rate/ Floating Rate Notes acknowledges, accepts, agrees to be bound by and consents to the exercise of any UK bail-in power by the relevant UK resolution authority which may result in (i) the reduction or cancellation of all, or a portion, of the principal amount of, or interest on, the Fixed Rate/ Floating Rate Notes; (ii) the conversion of all, or a portion, of the principal amount of, or interest on, the Fixed Rate/ Floating Rate Notes into ordinary shares or other securities or other obligations of RBSG or another person and/or (iii) the amendment or alteration of the maturity of the Fixed Rate/ Floating Rate Notes, or amendment of the amount of interest due on the Fixed Rate/ Floating Rate Notes, or the dates on which interest becomes payable, including by suspending payment for a temporary period; which UK bail-in power may be exercised by means of variation of the terms of the Fixed Rate/ Floating Rate Notes solely to give effect to the exercise by the relevant UK resolution authority of such UK bail-in power. Each holder and beneficial owner of the Fixed Rate/ Floating Rate Notes further acknowledges and agrees that the rights of the holders and/or beneficial owners under the Fixed Rate/ Floating Rate Notes are subject to, and will be varied, if necessary, solely to give effect to, the exercise of any UK bail-in power by the relevant UK resolution authority.

Agreement with Respect to the Exercise of U.K. Bail-in Power

For these purposes, a “UK bail-in power” is any write-down, conversion, transfer, modification or suspension power existing from time to time under any laws, regulations, rules or requirements relating to the resolution of banks, banking group companies, credit institutions and/or investment firms incorporated in the United Kingdom in effect and applicable in the United Kingdom to RBSG or other members of the Group (as defined in the prospectus supplement), including but not limited to any such laws, regulations, rules or requirements which are implemented, adopted or enacted within the context of a European Union directive or regulation of the European Parliament and of the Council establishing a framework for the recovery and resolution of credit institutions and investment firms and/or within the context of a UK resolution regime under the Banking Act 2009, as the same has been or may be amended from time to time (whether pursuant to the Financial Services (Banking Reform) Act 2013 (the “Banking Reform Act 2013”), secondary legislation or otherwise, the “Banking Act”), pursuant to which any obligations of a bank, banking group company, credit institution or investment firm or any of its affiliates can be reduced, cancelled, modified, transferred and/or converted into shares or other securities or obligations of the obligor or any other person (or suspended for a temporary period) or pursuant to which any right in a contract governing such obligations may be deemed to have been exercised. A reference to the “relevant UK resolution authority” is to any authority with the ability to exercise a UK bail-in power.

Repayment of Principal and Payment of Interest After Exercise of U.K. Bail-in Power

No repayment of the principal amount of the Fixed Rate/ Floating Rate Notes or payment of interest on the Fixed Rate/ Floating Rate Notes shall become due and payable after the exercise of any U.K. bail-in power by the relevant U.K. resolution authority unless, at the time that such repayment or payment, respectively, is scheduled to become due, such repayment or payment would be permitted to be made by RBSG under the laws and regulations of the United Kingdom and the European Union applicable to RBSG or other members of the Group.

	Credit Suisse Securities (USA) LLC
	Morgan Stanley & Co. LLC
Joint Bookrunners and Joint Lead Managers	RBS Securities Inc.
	UBS Securities LLC
	CIBC World Markets Corp.
Co-Managers	Swedbank AB (publ)
Denominations	\$200,000 and integral multiples of \$1,000 in excess thereof
Listing	An application will be made to list the Fixed Rate/ Floating Rate Notes on the New York Stock Exchange
Expected Security Ratings*	BBB- / BBB+ / Ba1 (S&P / Fitch / Moody's)
Clearing and Settlement	DTC
CUSIP	780097 BE0
ISIN	US780097BE04
Governing Law	New York

*The security ratings above are not a recommendation to buy, sell or hold the securities offered hereby. The ratings may be subject to revision or withdrawal at any time by S&P, Fitch or Moody's.

The Issuer has filed a registration statement (including a base prospectus) with the SEC for the offering to which this free writing prospectus relates. Before you invest in this offering, you should read the base prospectus and the prospectus supplement in respect of the Fixed Rate/ Floating Rate Notes in that registration statement and other documents the Issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the Joint Lead Managers will arrange to send you the base prospectus at no charge if you request it by calling Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, calling Morgan Stanley & Co. LLC toll-free at 1-866-718-1649, calling RBS Securities Inc. at 1-866-884-2071 or calling UBS Securities LLC toll-free at 1-888-827-7275.