

CINTAS CORP
Form 4
March 24, 2017

FORM 4

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

OMB APPROVAL

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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 *
Hansen J. Michael

(Last) (First) (Middle)
6800 CINTAS BLVD.

(Street)

CINCINNATI, OH 45262

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CINTAS CORP [CTAS]

3. Date of Earliest Transaction (Month/Day/Year)
03/23/2017

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 & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/23/2017 | | M | 308 | A \$ 39.84 | 40,974 | D |
| Common Stock | 03/23/2017 | | M | 1,936 | A \$ 27.3 | 42,910 | D |
| Common Stock | 03/23/2017 | | M | 1,232 | A \$ 22.61 | 44,142 | D |
| Common Stock | 03/23/2017 | | M | 1,000 | A \$ 25.88 | 45,142 | D |
| Common Stock | 03/23/2017 | | M | 2,000 | A \$ 26.46 | 47,142 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------------------|--------|---|----------------|
| Common Stock | 03/23/2017 | | M | 2,600 | A | \$ 34.18 | 49,742 | D | |
| Common Stock | 03/23/2017 | | S | 5,477 | D | \$ <u>(1)</u> | 44,265 | D | |
| Common Stock | | | | | | | 279 | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 39.84 | 03/23/2017 | | M | 308 | <u>(2)</u> 07/03/2017 | Common Stock | 308 | |
| Stock Option (Right to Buy) | \$ 27.3 | 03/23/2017 | | M | 1,936 | <u>(3)</u> 07/17/2018 | Common Stock | 1,936 | |
| Stock Option (Right to Buy) | \$ 22.61 | 03/23/2017 | | M | 1,232 | <u>(3)</u> 07/17/2019 | Common Stock | 1,232 | |
| Stock Option (Right to Buy) | \$ 25.88 | 03/23/2017 | | M | 1,000 | <u>(3)</u> 07/22/2020 | Common Stock | 1,000 | |
| Stock Option | \$ 26.46 | 03/23/2017 | | M | 2,000 | <u>(3)</u> 07/30/2020 | Common Stock | 2,000 | |

(Right to Buy)

Stock

| | | | | | | | | |
|-----------------------|----------|------------|---|-------|----------------|------------|--------------|-------|
| Option (Right to Buy) | \$ 34.18 | 03/23/2017 | M | 2,600 | ⁽³⁾ | 07/21/2021 | Common Stock | 2,600 |
|-----------------------|----------|------------|---|-------|----------------|------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hansen J. Michael 6800 CINTAS BLVD. CINCINNATI, OH 45262 | | | VP & CFO | |

Signatures

/s/ F. Mark Reuter as Attorney in Fact for J. Michael Hansen

03/23/2017

__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).

- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.68 to \$125.75 per share. The Reporting Person undertakes to provide full pricing information to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange commission upon request.
- (1) per share. The Reporting Person undertakes to provide full pricing information to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange commission upon request.
 - (2) The options vest one-fifth per year on the fifth, sixth, seventh, eighth and ninth anniversary of the date of grant.
 - (3) The option vest one-third on the third anniversary of the grant date, one-third on the fourth anniversary of the grant date and one-third on the fifth anniversary of the grant date.

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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