

SAFEGUARD SCIENTIFICS INC

Form 4

August 18, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sisko Brian J

2. Issuer Name **and** Ticker or Trading
Symbol
SAFEGUARD SCIENTIFICS INC
[SFE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
435 DEVON PARK DRIVE,
BUILDING 800

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2015

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
COO, EVP & Managing Director

(Street)
WAYNE, PA 19087-1945

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 08/17/2015 | | M | 9,444 A | \$ 12.636 75,153 | D | |
| Common Stock | 08/17/2015 | | M | 15,556 A | \$ 12.636 90,709 | D | |
| Common Stock | 08/17/2015 | | F | 17,188 D | \$ 18.38 73,521 | D | |

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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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) | \$ 12.636 | 08/17/2015 | | M | | 9,444 | | <u>(1)</u> | 08/20/2015 | Common Stock | 9,444 |
| Stock Option (right to buy) | \$ 12.636 | 08/17/2015 | | M | | 15,556 | | <u>(2)</u> | 08/20/2015 | Common Stock | 15,556 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Sisko Brian J 435 DEVON PARK DRIVE, BUILDING 800 WAYNE, PA 19087-1945 | COO, EVP & Managing Director |

Signatures

Brian J. Sisko 08/18/2015

**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) Option features market-based vesting so that option only becomes exercisable upon sustained improvement in the trading price of the Issuer's common stock in the following increments: 20% at \$3.1548 per share; an additional 30% at \$4.6466 per share; an additional 40% at \$6.5114 per share; and the remaining 10% at \$7.2246 (based on the average daily closing price of the Issuer's common stock on the NYSE for any 20 consecutive trading days preceding a vesting date), with pro rata vesting based on sustained improvement in the trading price of the Issuer's common stock between the exercise price and \$3.1548 and between the other stock price vesting thresholds set forth above.

(2)

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Option vests 25% on the first anniversary of the grant date and in 36 equal monthly installments on the same date of each calendar month thereafter.

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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