AXIALL CORP/DE/ Form 4

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Section 16.

Form 4 or

FORM 4

May 22, 2013

#### **OMB APPROVAL**

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FLEMING PATRICK J Issuer Symbol AXIALL CORP/DE/ [AXLL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X\_ Director 10% Owner Officer (give title Other (specify 115 PERIMETER CENTER 05/21/2013 below) PLACE, SUITE 460 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30346 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price **AXLL** 2,053 Common 05/21/2013 Α \$0 12,675 D Α (1) Stock **AXLL** By The Common Ι Fleming 2,503 Stock Trust Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474

information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transacti | 5.<br>orNumber | 6. Date Exerc<br>Expiration D |                    | 7. Title<br>Amount                           |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|---|--------------------------------------|-------------------------------|-----------------|----------------|-------------------------------|--------------------|--|--|------------------------|---|
| Security (Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | (                                    | any<br>(Month/Day/Year)       | Code (Instr. 8) | of             | (Month/Day/Year)              |                    | Underlying<br>Securities<br>(Instr. 3 and 4) |  | Security (Instr. 5)    | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                               | Code V          | (A) (D)        | Date<br>Exercisable           | Expiration<br>Date | Title N                                      | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

## **Reporting Owners**

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

FLEMING PATRICK J 115 PERIMETER CENTER PLACE, SUITE 460 X ATLANTA, GA 30346

## **Signatures**

/s/ Patrick J. 05/22/2013 Fleming

\*\*Signature of Date Reporting Person

# **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).
- These restricted stock units are expected to vest on the earlier of the first anniversary of the grant date or the day before the issuer's 2014 annual meeting of stockholders, subject to the terms of the restricted stock unit agreement between the issuer and the reporting person.

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.

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