

Ruckstuhl Ann S
Form 4
December 10, 2018

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 *
Ruckstuhl Ann S

(Last) (First) (Middle)

801 LAKEVIEW DRIVE, SUITE 100

(Street)

BLUE BELL, PA 19422

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNISYS CORP [UIS]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2018

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)

Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/06/2018 | | M | | 2,500 A \$ 0 | 10,887 | D |
| Common Stock | 12/06/2018 | | F | | 864 D \$ 12.97 | 10,023 | D |
| Common Stock | 12/06/2018 | | M | | 2,165 A \$ 0 | 12,188 | D |
| Common Stock | 12/06/2018 | | F | | 748 D \$ 12.97 | 11,440 | D |

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 12/06/2018 | | M | 2,500 | (2) (2) | Common Stock | 2,500 |
| Restricted Stock Units | (3) | 12/06/2018 | | M | 2,500 | (4) (4) | Common Stock | 2,165 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ruckstuhl Ann S 801 LAKEVIEW DRIVE SUITE 100 BLUE BELL, PA 19422 | | | Senior Vice President | |

Signatures

John M. Armbruster,
attorney-in-fact

12/10/2018

**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) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

(2) Time-based restricted stock units granted under the terms of the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning December 6, 2017.

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- (3) Each restricted stock unit represents a contingent right to receive 0.866 shares of Unisys Corporation common stock.
- Performance-based restricted stock units ("PB-RSUs") granted on December 6, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on December 6, 2017, 2018 and 2019, respectively (or if such day does not fall on a trading day, the immediately preceding trading day). This report only relates to PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on December 6, 2018.
- (4)

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.