

STRATTON HAROLD M II
Form 4
August 22, 2012

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 *
STRATTON HAROLD M II

2. Issuer Name and Ticker or Trading Symbol
STRATTEC SECURITY CORP
[STRT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

STRATTEC SECURITY CORPORATION, 3333 WEST GOOD HOPE ROAD

(Street)

MILWAUKEE, WI 53209

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

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, par value \$.01 per share	08/20/2012		A		2,500 <u>(1)</u>	A	\$ 0
Common Stock, par value \$.01 per share					52,064 <u>(2)</u>	D	
Common Stock, par value \$.01 per share					22	I	Note <u>(3)</u>
Common Stock, par value \$.01 per share					169	I	By Spouse

value \$.01
per share

Common
Stock, par
value \$.01
per share

938

I

Note (4)

Common
Stock, par
value \$.01
per share

11,541

I

Note (5)

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRATTON HAROLD M II STRATTEC SECURITY CORPORATION 3333 WEST GOOD HOPE ROAD MILWAUKEE, WI 53209	X		Chairman and CEO	

Signatures

/s/ James M. Bedore,
Attorney-in-fact

08/22/2012

__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) Shares of restricted stock, all of which vest on the third anniversary of the date of grant (i.e. August 20, 2015).
- (2) 20,060 of these shares are held jointly by Mr. Stratton and his spouse.
- (3) Mr. Stratton owns these shares in the STRATTEC SECURITY CORPORATION Employee Savings and Investment Plan Trust.
- (4) Mr. Stratton is custodian over these shares on behalf of his children.
- (5) These shares are held in trusts as to which Mr. Stratton is co-trustee and/or beneficiary.

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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