

CARY RICHARD C
Form 4
May 02, 2019

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 *
CARY RICHARD C

2. Issuer Name and Ticker or Trading Symbol
GALLAGHER ARTHUR J & CO
[AJG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2850 GOLF ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Controller, CAO

ROLLING MEADOWS, IL 60008-4002

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/30/2019 | | M | | 2,133 A \$ 46.87 | 35,193 | D |
| Common Stock | 04/30/2019 | | S | | 2,133 D \$ 83.35 | 33,060 | D |
| Common Stock | 04/30/2019 | | M | | 1,800 A \$ 46.17 | 34,860 | D |
| Common Stock | 04/30/2019 | | S | | 1,800 D \$ 83.5 | 33,060 | D |
| Common Stock | 04/30/2019 | | M | | 2,201 A \$ 43.71 | 35,261 | D |

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Common Stock 04/30/2019 S 2,201 D \$ 83.6 33,060 D

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

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option | \$ 46.87 | 04/30/2019 | | M | 2,133 | <u>(1)</u> 03/12/2021 | Common Stock | 2,133 |
| Non-qualified Stock Option | \$ 46.17 | 04/30/2019 | | M | 1,800 | <u>(1)</u> 03/11/2022 | Common Stock | 1,800 |
| Non-qualified Stock Option | \$ 43.71 | 04/30/2019 | | M | 2,201 | <u>(1)</u> 03/17/2023 | Common Stock | 2,201 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARY RICHARD C 2850 GOLF ROAD ROLLING MEADOWS, IL 60008-4002 | | | Controller, CAO | |

Signatures

/s/ April Hanes-Dowd, by power of attorney 05/02/2019

__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) One-third of this stock option becomes exercisable on each of the 3rd, 4th, and 5th anniversaries 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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