PPG INDUSTRIES INC

Form 4

February 21, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES 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. See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Middle)

(7:m)

(Print or Type Responses)

(Last)

(City)

PLACE

1. Name and Address of Reporting Person * NIEKAMP CYNTHIA A

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction

PPG INDUSTRIES, INC., ONE PPG 02/19/2014

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ Other (specify

below) Sr. VP, Automotive Coatings

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PITTSBURGH, PA 15272

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	/ Am	nount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(IIIsti. +)	
Common Stock	02/19/2014		A(1)	2,3	394	A	\$ 0 (1)	27,511 (2)	D	
Common Stock	02/19/2014		A(3)	3,9	15	A	\$ 0 (3)	31,426	D	
Common Stock	02/19/2014		F	2,1	.45	D	\$ 187.06	29,281	D	
Common Stock								202.9058 (4)	I	By 401(k) Plan

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 or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Employee Stock Options (5)	\$ 187.06	02/19/2014		A	7,207	02/19/2017	02/18/2024	Common Stock	7,20
Phantom Stock Units	<u>(6)</u>	02/19/2014		A	179.572	<u>(7)</u>	<u>(7)</u>	Common Stock	179.5

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
NIEKAMP CYNTHIA A PPG INDUSTRIES, INC. ONE PPG PLACE PITTSBURGH, PA 15272			Sr. VP, Automotive Coatings				

Signatures

Greg E. Gordon, Attorney-in-Fact for Cynthia A.
Niekamp
02/21/2014

**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) Settlement of 2011 total shareholder return contingent shares award.
- (2) Includes 7,770 shares previously held indirectly by trust which were distributed to the reporting person on November 6, 2013 and November 25, 2013 and are now owned directly.
- (3) Settlement of 2011 restricted stock unit performance award.
- (4) Total amount of shares held for the reporting person in the reporting person's account in the PPG Industries Employee Savings Plan as of February 19, 2014.

Reporting Owners 2

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- (5) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive Plan.
- (6) The security converts to common stock on a one-for-one basis.
- (7) After termination of employment with PPG.

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.