

CAMBREX CORP
Form 4
February 14, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
KLOSK STEVEN M

(Last) (First) (Middle)

ONE MEADOWLND S PLAZA

(Street)

EAST RUTHERFORD, NJ 07073

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CAMBREX CORP [CBM]

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2017

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)

President & CEO

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 or Price | | |
| Common Stock | 02/10/2017 | | S | | 49,266 (1) | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 52.624 (2) | | |
| Common Stock | 02/10/2017 | | S | | 1,912 | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 53.355 (3) | | |
| Common Stock | 02/13/2017 | | M | | 12,000 (5) | A | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 5.72 | | |
| Common Stock | 02/13/2017 | | S | | 11,900 (5) | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 52.089 (4) | | |

Edgar Filing: CAMBREX CORP - Form 4

Common Stock 02/13/2017 S 100 ⁽⁵⁾ D \$ 52.75 107,150 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 5.72 | 02/13/2017 | | M | 12,000 | ⁽⁶⁾ 10/18/2018 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| KLOSK STEVEN M ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073 | X | | President & CEO | |

Signatures

/s/ Danielle Mann for Steven Klosk by POA 02/13/2017

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) Broker-assisted sale of which 38,936 shares sold were to cover the payment of withholding tax liability arising from the settlement of a performance share award granted on February 7, 2017
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.25 to \$53.20 inclusive. The reporting person undertakes to provide to Cambrex Corporation, any security holder of

Edgar Filing: CAMBREX CORP - Form 4

Cambrex Corporation, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 2 to this Form 4

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.35 to \$53.40 inclusive. The reporting person undertakes to provide to Cambrex Corporation, any security holder of Cambrex Corporation, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 3 to this Form 4

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.73 to \$52.70 inclusive. The reporting person undertakes to provide to Cambrex Corporation, any security holder of Cambrex Corporation, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Footnote 3 to this Form 4

- (5) The exercise of stock options and sale of corresponding shares reported herein was carried out pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934

- (6) The option representing a right to purchase 100,000 shares became exercisable in four equal installments beginning October 18, 2012, which was the first anniversary of the date on which the option was granted

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.