

Mauthe Joseph  
 Form 4  
 November 08, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Mauthe Joseph

(Last) (First) (Middle)  
 ONE PLEXUS WAY  
 (Street)

NEENAH, WI 54956

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PLEXUS CORP [PLXS]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 11/05/2010

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)  
 VP Global Human Resources

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 (D) Price  |   |  |                                   |
| Common Stock, \$.01 par value   | 11/05/2010                           |  | M                              | 641 A <u>1</u>  | 2,641   | D  |                                   |
| Common Stock, \$.01 par value   |                                      |  |                                |   | 2,817   | I  | 401(k) <sup>(2)</sup>             |

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

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SEC 1474 (9-02)

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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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Option to buy                              | \$ 16.25   |                                      |  |                                |   | <u>(3)</u>   | 03/12/2017  | Common Stock               | 4,000                      |
| Option to buy                              | \$ 18.085  |                                      |  |                                |   | <u>(3)</u>   | 10/31/2018  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 14.625  |                                      |  |                                |   | 02/02/2010 <sup>(4)</sup>                                | 02/02/2019  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 20.953  |                                      |  |                                |   | 05/04/2010 <sup>(4)</sup>                                | 05/04/2019  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 25.751  |                                      |  |                                |   | 08/03/2010 <sup>(4)</sup>                                | 08/03/2019  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 25.335  |                                      |  |                                |   | 11/02/2010 <sup>(4)</sup>                                | 11/02/2019  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 33.999  |                                      |  |                                |   | 01/25/2011 <sup>(4)</sup>                                | 01/25/2020  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 38.24   |                                      |  |                                |   | 04/23/2011 <sup>(4)</sup>                                | 04/23/2020  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 30.475  |                                      |  |                                |   | 07/26/2011 <sup>(4)</sup>                                | 07/26/2020  | Common Stock               | 2,000                      |
| Option to buy                              | \$ 29.798  |                                      |  |                                |   | 11/01/2011 <sup>(4)</sup>                                | 11/01/2020  | Common Stock               | 2,000                      |
| Restricted Stock Units                     | <u>(1)</u>   | 11/05/2010                           |  | M                              | 641   | <u>(1)</u>   | <u>(1)</u>  | Common Stock               | 641                        |
| Restricted Stock Units                     | <u>(5)</u>   |                                      |  |                                |   | <u>(5)</u>   | <u>(5)</u>  | Common Stock               | 1,999                      |
| Restricted Stock Units                     | <u>(6)</u>   |                                      |  |                                |   | <u>(6)</u>   | <u>(6)</u>  | Common Stock               | 5,000                      |
| Restricted Stock Units                     | <u>(7)</u>   |                                      |  |                                |   | <u>(7)</u>   | <u>(7)</u>  | Common Stock               | 2,000                      |

|                              |          |     |            |                 |     |
|------------------------------|----------|-----|------------|-----------------|-----|
| Stock<br>Appreciation Rights | \$ 30.54 | (3) | 11/05/2014 | Common<br>Stock | 550 |
| Stock<br>Appreciation Rights | \$ 22.17 | (3) | 01/28/2015 | Common<br>Stock | 550 |
| Stock<br>Appreciation Rights | \$ 24.21 | (3) | 04/28/2015 | Common<br>Stock | 550 |
| Stock<br>Appreciation Rights | \$ 29.71 | (3) | 07/29/2015 | Common<br>Stock | 550 |

## Reporting Owners

| Reporting Owner Name / Address                      | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Mauthe Joseph<br>ONE PLEXUS WAY<br>NEENAH, WI 54956 |               |           | VP Global Human Resources |       |

## Signatures

Joseph E. Mauthe, by Mary J. Bathke,  
Attorney-in-fact

11/08/2010

\_\_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 granted under the Plexus Corp. 2005 Equity Incentive Plan, which qualifies under Rule 16b-3, represented a contingent right to receive one share of Plexus Corp. common stock. The Restricted Stock Units vested and were settled on November 5, 2010.
- (2) Shares of Plexus Corp. common stock held in the Plexus Corp. 401(k) Savings Plan as of the last report from the Plan's trustee.
- (3) Options or Stock Appreciation Rights granted under the Plexus Corp. 2008 Long-Term Incentive Plan, or a predecessor plan, which qualifies under Rule 16b-3; now fully vested.
- (4) Options granted under the Plexus Corp. 2008 Long-Term Incentive Plan, which qualifies under Rule 16b-3; one half vests each year, commencing on the first anniversary of grant.
- (5) Each Restricted Stock Unit granted under the Plexus Corp. 2008 Long-Term Incentive Plan, which qualifies under Rule 16b-3, represents a contingent right to receive one share of Plexus Corp. common stock. The Restricted Stock Units vest on October 31, 2011.
- (6) Each Restricted Stock Unit granted under the Plexus Corp. 2008 Long-Term Incentive Plan, which qualifies under Rule 16b-3, represents a contingent right to receive one share of Plexus Corp. common stock. The Restricted Stock Units vest on August 3, 2012.
- (7) Each Restricted Stock Unit granted under the Plexus Corp. 2008 Long-Term Incentive Plan, which qualifies under Rule 16b-3, represents a contingent right to receive one share of Plexus Corp. common stock. The Restricted Stock Units vest on January 25, 2013.

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. 160; Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|     |   |
|-----|---|
| 2.1 | Agreement and Plan of Merger, dated February 16, 2010, by and among L.B. Foster Company, Foster Thomas Company and Portec Rail Products, Inc. |
|-----|---|

The following schedules to the Agreement and Plan of Merger have been omitted:

|                  |   |
|------------------|---|
| Schedule 3.2(b)  | Stock Option Plan                           |
| Schedule 3.3     | Subsidiaries                                |
| Schedule 3.6     | Non-Contravention                           |
| Schedule 3.8     | SEC Filings; Adequate<br>Controls           |
| Schedule 3.9     | Assets                                      |
| Schedule 3.10    | Undisclosed Liabilities                     |
| Schedule 3.11    | Permits                                     |
| Schedule 3.12    | Legal Proceedings                           |
| Schedule 3.13    | Intellectual Property                       |
| Schedule 3.13(c) | Intellectual Property                       |
| Schedule 3.14    | Contracts                                   |
| Schedule 3.15    | Employee-Benefit Plans                      |
| Schedule 3.17    | Taxes                                       |
| Schedule 3.18    | Insurance                                   |
| Schedule 3.20    | Related Party and Affiliate<br>Transactions |
| Schedule 3.23    | Financial Advisory Fees                     |
| Schedule 3.25(a) | Real Property                               |
| Schedule 3.25(b) | Leased Property                             |
| Schedule 3.26    | Environmental Matters                       |
| Schedule 3.27(c) | Labor Matters                               |
| Schedule 5.2     | Payments                                    |
| Schedule 9.3     | Knowledge                                   |

L.B. Foster hereby agrees to furnish a copy of the omitted schedules to the SEC upon request.

10.1 Form of Tender and Voting Agreement, dated February 16, 2010, by and among L.B. Foster Company, Foster Thomas Company and the following persons for the indicated number of shares of Portec Rail Products, Inc.:

| Shareholder                   | Shares    |
|-------------------------------|-----------|
| Philip E. Cline               | 149,451   |
| Louis J. Akers Jr.            | 5,000     |
| John S. Cooper                | 19,000    |
| Shirley M. Cooper             | 38,000    |
| A. Michael Perry              | 0         |
| Marshall T. Reynolds          | 1,033,318 |
| Philip Todd Shell             | 11,000    |
| Kirby J. Taylor               | 20,500    |
| Thomas W. Wright              | 178,379   |
| Neal W. Scaggs                | 242,246   |
| Gates Mill Family Partnership | 46,000    |
| TVI Corp.                     | 699,446   |
| Doug Reynolds                 | 413,646   |
| John N. Pesarsick             | 3,000     |
| Richard J. Jarosinski         | 17,200    |
| K. Papazoglou                 | 43,000    |
| H. Duffy                      | 7,000     |

99.1 Joint Press Release issued by L.B. Foster Company and Portec Rail Products, Inc. dated February 17, 2010.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L.B. Foster Company

Date: February 17, 2010

By: /s/ David J. Russo

David J. Russo

Senior Vice President,

Chief Financial Officer and Treasurer

Exhibit Index

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