

UNIVERSAL DISPLAY CORP \PA\
 Form 4
 March 09, 2017

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 *
BROWN JULIA J

(Last) (First) (Middle)

C/O UNIVERSAL DISPLAY CORPORATION, 375 PHILLIPS BLVD.

(Street)

EWING, NJ 08618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 UNIVERSAL DISPLAY CORP \PA\
 [OLED]

3. Date of Earliest Transaction (Month/Day/Year)
 03/07/2017

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)
 Chief Technical Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/07/2017 | | A | 2,865 (1) | \$ 0 | 218,985 | D |
| Common Stock | 03/07/2017 | | A | 4,667 (2) | \$ 0 | 223,652 | D |
| Common Stock | 03/07/2017 | | F | 1,419 (3) | \$ 83.25 | 222,233 | D |
| Common Stock | 03/08/2017 | | F | 11,011 (4) | \$ 83.4 | 211,222 | D |

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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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

BROWN JULIA J
C/O UNIVERSAL DISPLAY CORPORATION
375 PHILLIPS BLVD.
EWING, NJ 08618

Chief Technical Officer

Signatures

/s/ Julia J. Brown 03/09/2017

__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) These units were granted to Dr. Brown under the Company's Long Term Incentive Plan as part of her 2017 compensation and are subject to a time-based vesting restriction, with one-third of the total unit amount vesting on each of March 7, 2018, 2019, and 2020.
 - (2) These shares were granted to Dr. Brown as performance units under the Company's Long Term Incentive Plan as part of her 2014 compensation and vested subject to the satisfaction of certain performance conditions, which our Compensation Committee certified on March 7, 2017 as having occurred.
 - (3) These shares were withheld to satisfy a tax liability in connection with the vesting on March 7, 2017 of 4,667 shares of restricted stock previously granted to Dr. Brown.

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- (4) These shares were withheld to satisfy a tax liability in connection with the vesting on March 8, 2017 of 25,000 shares of restricted stock previously granted to Dr. Brown.

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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