

Neenah Paper Inc
Form 4
August 05, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Heinrichs Steven S

(Last) (First) (Middle)

3460 PRESTON RIDGE
ROAD, SUITE 600

(Street)

ALPHARETTA, GA 30005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Neenah Paper Inc [NP]

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2014

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)
Sr VP, Gen Counsel & Secretary

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am or Num of Shar	
			Code	V	(A)	(D)				
Stock Appreciation Rights	\$ 19.25	08/01/2014	A		1,901		<u>(2)</u>	01/27/2021	Common Stock	1,9
Stock Option (right to buy)	\$ 19.25	08/01/2014	D			1,901	<u>(2)</u>	01/27/2021	Common Stock	1,9
Stock Appreciation Rights	\$ 24.09	08/01/2014	A		5,000		<u>(4)</u>	01/24/2022	Common Stock	5,0
Stock Option (right to buy)	\$ 24.09	08/01/2014	D			5,000	<u>(4)</u>	01/24/2022	Common Stock	5,0
Stock Appreciation Rights	\$ 31.23	08/01/2014	A		5,200		<u>(6)</u>	01/28/2023	Common Stock	5,2
Stock Option (right to buy)	\$ 31.23	08/01/2014	D			5,200	<u>(6)</u>	01/28/2023	Common Stock	5,2
Stock Appreciation Rights	\$ 42.82	08/01/2014	A		4,030		<u>(8)</u>	01/27/2024	Common Stock	4,0
Stock Option (right to buy)	\$ 42.82	08/01/2014	D			4,030	<u>(8)</u>	01/27/2024	Common Stock	4,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heinrichs Steven S 3460 PRESTON RIDGE ROAD SUITE 600 ALPHARETTA, GA 30005			Sr VP, Gen Counsel & Secretary	

Signatures

/s/ Steven S.
Heinrichs

08/05/2014

 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).

On 8/1/2014, the Company cancelled, pursuant to Company's option exchange program authorized in the Neenah Paper, Inc. Omnibus

(1) Stock and Incentive Compensation Plan (the "Omnibus Plan"), options granted to the reporting person on 1/28/2011. In exchange for the cancelled options, the reporting person received an equal number of Stock Appreciation Rights.

(2) The cancelled options were fully vested. The Stock Appreciation Rights are fully vested.

On 8/1/2014, the Company cancelled, pursuant to Company's option exchange program authorized in the Omnibus Plan, options granted

(3) to the reporting person on 1/25/2012. In exchange for the cancelled options, the reporting person received an equal number of Stock Appreciation Rights.

(4) The cancelled options provided for vesting in increments of one third on 1/25/2013, 1/25/2014, and 1/25/2015. The Stock Appreciation Rights vest on the same schedule.

On 8/1/2014, the Company cancelled, pursuant to Company's option exchange program authorized in the Omnibus Plan, options granted

(5) to the reporting person on 1/29/2013. In exchange for the cancelled options, the reporting person received an equal number of Stock Appreciation Rights.

(6) The cancelled options provided for vesting in increments of one third on 1/29/2014, 1/29/2015, and 1/29/2016. The Stock Appreciation Rights vest on the same schedule.

On 8/1/2014, the Company cancelled, pursuant to Company's option exchange program authorized in the Omnibus Plan, options granted

(7) to the reporting person on 1/28/2014. In exchange for the cancelled options, the reporting person received an equal number of Stock Appreciation Rights.

(8) The cancelled options provided for vesting in increments of one third on 1/28/2015, 1/28/2016, and 1/28/2017. The Stock Appreciation Rights vest on the same schedule.

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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