

LUDWIG DAVID F
Form 4
February 15, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
LUDWIG DAVID F

2. Issuer Name and Ticker or Trading Symbol
BALCHEM CORP [BCPC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O BALCHEM CORPORATION, 52 SUNRISE PARK ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2019

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

NEW HAMPTON, NY 10958

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | | | (A) or (D) | Price |
| Common Stock | 02/13/2019 | | A | | | 860 ⁽¹⁾ | A | \$ 0 | 19,840 | D | |
| Common Stock | 02/13/2019 | | A | | | 1,503 ⁽²⁾ | A | \$ 0 | 21,343 | D | |
| Common Stock | 02/13/2019 | | F | | | 797 ⁽³⁾ | D | \$ 84.09 | 20,549 | 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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Stock Option | \$ 84.09 | 02/13/2019 | | A | 4,000 | ⁽⁴⁾ 02/13/2029 | Common Stock | 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LUDWIG DAVID F C/O BALCHEM CORPORATION 52 SUNRISE PARK ROAD NEW HAMPTON, NY 10958 | | | Vice President | |

Signatures

/s/ David F. Ludwig, by Attorney in Fact, Mark Stach

02/15/2019

**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).

Ownership of the restricted stock does not vest in Reporting person until three years from the grant date and is further subject to restrictions on transfer in accordance with the provisions of a Restricted Stock Grant Agreement between the Issuer and the Reporting Person.

(1) Acquired upon the settlement of performance shares granted on February 22, 2016 based upon a predetermined EBITDA performance target and total shareholder return against the Russell 2000 Index over a three-year period under the Company's Second Amended and Restated 1999 Stock Plan (as amended and restated effective June 20, 2013) as a result of the satisfaction of those performance criteria.

(2) 785 of the 1,480 shares that vested February 13, 2019 were withheld to cover withholding taxes due upon vesting.

(3) Options vest 20% year 1; 40% year 2; and 40% year 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: LUDWIG DAVID F - Form 4

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.