

EnerSys
Form 4
December 30, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LEHMAN JOHN F

(Last) (First) (Middle)

110 E. 59TH STREET, 27TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2014

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)

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	(A) or (D)	Price		
Common Stock	12/26/2014		<u>A⁽¹⁾</u>		32.3617	A	\$ 0	43,390.0978	D
Common Stock	12/26/2014		<u>A⁽²⁾</u>		75.3641	A	\$ 0	43,465.4619	D
Common Stock	12/26/2014		<u>A⁽³⁾</u>		0.0428	A	\$ 0	43,465.5047	D
Common Stock	12/26/2014		<u>A⁽⁴⁾</u>		0.0934	A	\$ 0	43,465.5987	D
Common Stock	12/26/2014		<u>A⁽⁵⁾</u>		0.1392	A	\$ 0	43,465.7379	D

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Common Stock 12/26/2014 A⁽⁶⁾ 0.2096 A \$ 0 43,465.9475 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. 6)
				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
LEHMAN JOHN F 110 E. 59TH STREET 27TH FLOOR NEW YORK, NY 10022		X		

Signatures

Karen J. Yodis, by Power of Attorney 12/30/2014

__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).

(1) These shares were granted in the form of Deferred Stock Units ("DSUs"), in connection with the cash dividend paid on December 26, 2014 to stockholders of record as of December 12, 2014 (the "Dividend"), with respect to an aggregate of 11,297 vested DSUs granted to the reporting person on various dates, and adjusted for previously declared and paid cash dividends. These DSUs are vested and payable concurrent with the underlying DSUs.

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- These shares were granted in the form of Restricted Stock Units ("RSUs") in connection with the Dividend, with respect to an aggregate of 26,605.6704 vested RSUs granted to the reporting person on various dates under the EnerSys Deferred Compensation Plan for Non-Employee Directors (the "Plan"), and adjusted for previously declared and paid cash dividends. These RSUs are vested and payable concurrent with the underlying RSUs.
- (2) These shares were granted in the form of RSUs in connection with the Dividend, with respect to 15.1093 unvested RSUs granted to the reporting person on January 6, 2014, under the Plan. These RSUs will vest and are payable concurrent with the underlying RSUs.
 - (4) These shares were granted in the form of RSUs in connection with the Dividend, with respect to 33.1802 unvested RSUs granted to the reporting person on April 8, 2014, under the Plan. These RSUs will vest and are payable concurrent with the underlying RSUs.
 - (5) These shares were granted in the form of RSUs in connection with the Dividend, with respect to 49.1428 unvested RSUs granted to the reporting person on July 8, 2014, under the Plan. These RSUs will vest and are payable concurrent with the underlying RSUs.
 - (6) These shares were granted in the form of RSUs in connection with the Dividend, with respect to 74 unvested RSUs granted to the reporting person on October 7, 2014, under the Plan. These RSUs will vest and are payable concurrent with the underlying RSUs.

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.