SIGMATRON INTERNATIONAL INC
Form 4
March 24, 2014

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Upadhyaya Raj B

(Last) (First) (Middle)

C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER RD.

(Street)

ELK GROVE VILLAGE, IL 60007

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SIGMATRON INTERNATIONAL INC [SGMA]

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2013

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

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

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

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

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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 (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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy) (1)	$ 9.17	10/30/2013		J			7,425	09/16/2005	09/15/2015	Common Stock	7,425	
Stock Option (right to buy) (3)	$ 9.17	10/30/2013		J			7,425	09/16/2006	09/15/2015	Common Stock	7,425	
Stock Option (right to buy) (5)	$ 9.17	10/30/2013		J			7,650	09/16/2007	09/15/2015	Common Stock	7,650	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Upadhyaya Raj B C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIER RD. ELK GROVE VILLAGE, IL 60007			Executive Vice President	

Signatures

/s/ Raj B. Upadhyaya	03/24/2014
**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) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(2) This column needs to be blank.

(3) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(4) This column needs to be blank.

(5) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(6) This column needs to be blank.

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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