

PPG INDUSTRIES INC  
Form 4  
February 17, 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 \*  
KNAVISH TIMOTHY M

(Last) (First) (Middle)

PPG INDUSTRIES, INC., ONE PPG PLACE

(Street)

PITTSBURGH, PA 15272

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2017

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)

Sr. VP, Automotive Coatings

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/15/2017                           |  | A <sup>(1)</sup>               | 299   | A \$ 0 <sup>(1)</sup>   | 10,505   | D                                 |
| Common Stock                    | 02/15/2017                           |  | F                              | 114   | D \$ 101.5  | 10,391   | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 4,587.313 <sup>(2)</sup>                                 | I By 401(k) Plan                  |

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

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SEC 1474 (9-02)

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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Options <sup>(3)</sup>      | \$ 101.5   | 02/15/2017                           |  | A                              | 11,032  | 02/15/2020   | 02/14/2027  | Common Stock | 11,032                     |
| Phantom Stock Units <sup>(4)</sup>         | <u>(5)</u>   | 02/15/2017                           |  | A                              | 2,085   | <u>(6)</u>   | <u>(6)</u>  | Common Stock | 2,085                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| KNAVISH TIMOTHY M<br>PPG INDUSTRIES, INC.<br>ONE PPG PLACE<br>PITTSBURGH, PA 15272 |               |           | Sr. VP,<br>Automotive<br>Coatings |       |

## Signatures

/s/ Greg E. Gordon, Attorney-in-Fact for Timothy M. Knavish

02/17/2017

\_\_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) Settlement of 2014 total shareholder return contingent shares award.
- (2) Total amount of shares held for the reporting person's account in the PPG Industries Employee Savings Plan as of February 15, 2017.
- (3) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive Plan.
- (4) Upon the settlement of the 2014 restricted stock unit performance award, the reporting person deferred the receipt of 2,085 shares of common stock and received instead 2,085 phantom stock units pursuant to the PPG Industries, Inc. Deferred Compensation Plan.
- (5) The security converts to common stock on a one-for-one basis.
- (6) After termination of employment with PPG.

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(7) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan.

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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