WILLIAMSON MATTHEW O

Form 4

October 09, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SECURITIES

Washington, D.C. 20549

Number: Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31,

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obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIAMSON MATTHEW O

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

BRADY CORP [BRC]

(Check all applicable)

6555 W. GOOD HOPE ROAD

(First)

3. Date of Earliest Transaction

(Month/Day/Year)

Director X_ Officer (give title

10% Owner Other (specify

09/25/2009

below) below) Pres Americas VP Brady Corp

(Street) 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MILWAUKEE, WI 53223

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Ar Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Se Securities Security or Exercise any Code (Month/Day/Year) (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)	;		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Deferred Compensation Units	(1)	09/30/2009		A	0.0128	<u>(1)</u>	<u>(1)</u>	Class A Common Stock
Option to Buy	\$ 28.73	09/25/2009		A	35,000	09/25/2010(3)	09/25/2019	Class A Common

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLIAMSON MATTHEW O 6555 W. GOOD HOPE ROAD MILWAUKEE, WI 53223

Pres Americas VP Brady Corp

Signatures

Barbara Bolens, as Attorney-In-Fact

**Signature of Reporting Person Da

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).
- The deferred compensation stock units were acquired under the Brady Corporation employee deferred compensation plan. Each deferred compensation unit is the economic equivalent of one share of Class A Common Stock. The deferred compensation units become payable in shares of Brady's Class A Common Stock upon the reporting persons cessation of service as an employee of Brady Corporation.
- (2) Total reflects a decrease of 1 share due to a mathematical error in prior form share total.
- (3) These options vest one-third each fiscal year 2010-2012.
- (4) Stock Option granted pursuant to Brady Corporation 2006 Omnibus Incentive Stock Plan.

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.

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