

DONNELLY TIMOTHY
Form 4
April 01, 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

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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 *
DONNELLY TIMOTHY

2. Issuer Name and Ticker or Trading Symbol
**AMERICAN VANGUARD CORP
[AVD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
**4695 MACARTHUR COURT,
SUITE 1200**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
See Remarks

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

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

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)
			Code	V	Amount or (D) Price		
Common Stock	03/28/2019		A		5,768 (1)	A	\$ 0 49,971 D
Common Stock	03/28/2019		A		5,768 (2)	A	\$ 0 55,739 D
Common Stock	03/29/2019		F		3,161 (3) (4) (5)	D	\$ 0 55,353 D

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

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the Ag Peers; and iii) the relative growth of the fair market value of issuer's common stock as compared to that of (x) the Russell 2000 Index and

- (Continued from footnote 3) (y) the median fair market value of the common stock of the comparator companies identified in issuer's 2015 Proxy Statement (the "TSR" measure). In determining the number of performance shares earned, the EBIT measure was to be weighted 50 percent, the net sales measure was to be weighted 30 percent and the TSR was to be weighted 20 percent. The size of the payout was further subject to increase or decrease based upon the percent goal achieved and could vary from zero to 200 percent of the target award. In this case, during the performance period, issuer's EBIT and net sales were in excess of 125 percent of the median growth of the Ag Peers and, accordingly, reporting person earned 200 percent of the payout for those categories (weighted at 80 percent of the total performance target), while the TSR goals at or above the median of both the Russell 2000 Index and that of the proxy peers, thereby yielding a 125% payout for those categories taken together.
- (4) (Continued from footnote 4) On balance, then, reporting person earned 185% of the 3,264 target shares or 6,039 shares from the performance share award.
- (5)

Remarks:

CAO, Secretary & General Counsel

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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