

UNS Energy Corp
 Form 4
 August 09, 2013

FORM 4

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

OMB APPROVAL

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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 *
DECONCINI MICHAEL J

(Last) (First) (Middle)
 88 E. BROADWAY, HQE910
 (Street)

TUCSON, AZ 85701

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNS Energy Corp [UNS]

3. Date of Earliest Transaction (Month/Day/Year)
08/07/2013

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)
Senior Vice President

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 (A) or Price (D) | | |
| Common Stock | 08/07/2013 | | | M | 5,043 A \$ 37.88 | D | |
| Common Stock | 08/07/2013 | | | S | 5,043 D \$ 50.65 (1) | D | |
| Common Stock | 08/07/2013 | | | M | 9,757 A \$ 26.18 | D | |
| Common Stock | 08/07/2013 | | | S | 9,757 D \$ 50.65 (1) | D | |
| | | | | | | | 5,765.17 I |

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Common
Stock

By 401(k)
Plan

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 37.88 | 08/07/2013 | | M | 5,043 | ⁽²⁾ 03/20/2017 | Common Stock | 5,043 |
| Employee Stock Option (right to buy) | \$ 26.18 | 08/07/2013 | | M | 9,757 | ⁽³⁾ 02/27/2018 | Common Stock | 9,757 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DECONCINI MICHAEL J 88 E. BROADWAY HQE910 TUCSON, AZ 85701 | | | Senior Vice President | |

Signatures

Diana K. Durako, Attorney
in Fact

08/09/2013

__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).

- The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at pricing ranging from \$50.60 to \$50.83, inclusive. The reporting person undertakes to provide to UNS Energy Corporation ("UNS"), and any security holder of UNS, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in Footnote (1) to this Form 4.
- (1) The options vested in 3 equal installments on March 20, 2008, 2009 and 2010.
 - (2) The options vested in 3 equal installments on February 27, 2009, 2010 and 2011.

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