ATRION CORP Form 4 January 06, 2015

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 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(b).

1. Name and Address of Reporting Person * STUPP JOHN P JR

(First) (Middle) (Last)

STUPP JOHN P JR, 120 SOUTH CENTRAL AVE STE 1650

ST LOUIS. MO 63105

(Street)

2. Issuer Name and Ticker or Trading

Symbol ATRION CORP [ATRI]

3. Date of Earliest Transaction

(Month/Day/Year) 01/02/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

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

(Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion (Month/Day/Year) Security or Exercise

3. Transaction Date 3A. Deemed Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pric **Underlying Securities** (Instr. 3 and 4)

Deriva Securi

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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)					(Instr.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units (1)	<u>(1)</u>	01/02/2015		A		3.62		(3)	<u>(4)</u>	Common Shares	3.62	<u>(1)</u>
Stock Units	(2)	01/02/2015		A		11.47		(2)	<u>(4)</u>	Common Shares	11.47	\$ 340

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
STUPP JOHN P JR STUPP JOHN P JR 120 SOUTH CENTRAL AVE STE 1650 ST LOUIS, MO 63105	X						

Signatures

s/Jeffery Strickland, Attorney-in-Fact 01/06/2015

**Signature of Reporting Person

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) Dividend Equivalents credited as Stock Units under the Atrion Corporation Deferred Compensation Plan for Non-Employee Directors, as amended and restated (the "Deferred Compensation Plan").
 - In accordance with the Deferred Compensation Plan, the reported Stock Units were credited to the reporting persons Stock Unit Account in connection with the reporting persons election to defer a portion of the reporting persons compensation as a member of the Board of
- (2) Directors. These Stock Units vest 25% on January 2, 2015, 25% on April 1, 2015, 25% on July 1, 2015 and 25% on October 1, 2015, provided the reporting person is serving on such date as a member of the Board of Directors. In January of the year following the year in which service as a director ceases for any reason, vested Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (3) In January of the year following the year in which service as a director ceases for any reason, these Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (4) Stock Units will not expire.

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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