

ORACLE CORP
Form 4
July 28, 2016

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 *
HURD MARK V

(Last) (First) (Middle)

**C/O DELPHI ASSET
MANAGEMENT CORP., 5525
KIETZKE LANE, SUITE 200**

(Street)

RENO, NV 89511

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ORACLE CORP [ORCL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2016

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)
Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 07/26/2016 | | M | | 171,874 | A | \$ 0 222,763 |
| Common Stock | 07/26/2016 | | M | | 140,624 | A | \$ 0 363,387 |
| Common Stock | 07/26/2016 | | F | | 159,496 (1) | D | \$ 40.94 203,891 |

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

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SEC 1474
(9-02)

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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 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|------------------|---|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | | Expiration Date | |
| Performance Stock Unit | \$ 0 | 07/26/2016 | | A | | 171,874 | | (2) | (2) | Common Stock | 1 |
| Performance Stock Unit | \$ 0 | 07/26/2016 | | M | | 171,874 | | (2) | (2) | Common Stock | 1 |
| Performance Stock Unit | \$ 0 | 07/26/2016 | | A | | 140,624 | | (3) | (3) | Common Stock | 1 |
| Performance Stock Unit | \$ 0 | 07/26/2016 | | M | | 140,624 | | (3) | (3) | Common Stock | 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HURD MARK V C/O DELPHI ASSET MANAGEMENT CORP. 5525 KIETZKE LANE, SUITE 200 RENO, NV 89511 | X | | Chief Executive Officer | |

Signatures

/s/ Lori A. Clancy by Lori A. Clancy, Attorney in Fact for Mark Hurd (POA Filed 7/5/16) 07/28/2016

**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) Shares withheld for payment of tax liability upon vesting of performance stock units.
Represents amount of performance stock units earned from awards granted on July 24, 2014 and October 5, 2014 based on the achievement of performance targets for the fiscal year ended May 31, 2016, as determined by the Compensation Committee on July 26, 2016. The earned amount vested immediately. The number of earned performance stock units represents 100% of the target number of performance stock units eligible to be earned for the first performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).
- (3)

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Represents amount of performance stock units earned from an award granted on July 2, 2015 based on the achievement of performance targets for the fiscal year ended May 31, 2016, as determined by the Compensation Committee on July 26, 2016. The earned amount vested immediately. The number of earned performance stock units represents 100% of the target number of performance stock units eligible to be earned for the first performance period. The performance goals measured Oracle's performance against both a relative revenue growth metric (weighted 50%) and a relative operating cash flow metric (weighted 50%).

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.