

Noviello Nicholas R
Form 4
October 03, 2018

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
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Noviello Nicholas R

(Last) (First) (Middle)

350 ELLIS STREET

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SYMANTEC CORP [SYMC]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2018		M	606,935	A \$ 20.56	754,043	D
Common Stock	10/01/2018		F	300,919 (1)	D \$ 20.56	453,124	D

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

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information contained in this form are not
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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 Underlying Security (Instr. 3)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance-based Restricted Stock Units	(2) (3)	10/01/2018		M	606,935	(2)(3) (2)(3)	Common Stock
Performance-based Restricted Stock Units	(2) (3)	10/01/2018		A	44,184	(2)(3) (2)(3)	Common Stock
Performance-based Restricted Stock Units	(4)	10/01/2018		A	40,025	(4) (4)	Common Stock
Non-Qualified Stock Options	\$ 8.35					(5) 01/27/2026	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Noviello Nicholas R 350 ELLIS STREET MOUNTAIN VIEW, CA 94043	EVP & Chief Financial Officer

Signatures

/s/ Philip Reuther, as attorney-in-fact for Nicholas R. Noviello

10/03/2018

**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 by Symantec Corporation ("Symantec") to satisfy tax withholding requirements on vesting of performance-based restricted stock (PRUs). No shares were sold.

- On July 29, 2016, the Reporting Person was granted PRUs with a target of 242,774 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2018, 0% to 300% of the target shares will be eligible (the "Grant 1 Eligible Shares") to be earned. 0% to 250% of the Grant 1 Eligible Shares were eligible to be earned at the end of fiscal 2018, subject to certain further adjustments, provided that the Reporting Person is employed by the Issuer through March 30, 2018. The additional up to 50% of the Grant 1 Eligible Shares are eligible to be earned at the end of the fiscal 2019 provided that the Reporting Person is employed by the Issuer on March 29, 2019. The performance criterion was partially satisfied, resulting in 606,935 shares becoming Grant 1 Eligible Shares for fiscal 2018 and were earned by the Reporting Person. Additionally, 44,184 shares became Grant 1 Eligible Shares for fiscal 2019.

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- (3) Represents PRUs acquired by the Reporting Person in connection with the merger in which a wholly-owned subsidiary of Symantec was merged with and into Blue Coat, Inc. on August 1, 2016.

On June 9, 2017, the Reporting Person was granted PRUs with a target of 158,514 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2018, 0% to 200% of the 50% of the target shares will be eligible ("Grant 2 Eligible Shares") to be earned at the end of fiscal 2020, based on, and subject to further adjustments with respect to the other 50% of the target shares as a result of, the achievement of certain other performance criteria, provided that the Reporting Person is employed by the Issuer through April 3, 2020. The performance criterion for fiscal 2018 was partially satisfied, resulting in 40,025 shares becoming Grant 2 Eligible Shares.

- (4) 370,445 options were fully vested as of August 1, 2016. The remaining options vest and become exercisable in equal monthly installments over a period of two years, beginning August 1, 2016. No transaction is reported. The amount of securities held following the reported transaction is included for information purposes only.
- (5)

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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