SIGMATRON INTERNATIONAL INC

01/09/2014

Form 4/A January 16, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5

if no longer

obligations may continue. See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Frauendorfer Linda K			2. Issuer Name and Ticker or Trading Symbol SIGMATRON INTERNATIONAL INC [SGMA]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O SIGMA INTERNAT LANDMEII	TONAL, INC.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2014					X Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer			
ELK GROV	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 01/10/2014 ROVE VILLAGE, IL 60007				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	e I - Non-D	erivative (Securi	ities Acq	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) Execution Date any (Month/Day/Year)			n Date, if Transaction(A) or Disposed of Code (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)			
Common Stock	01/08/2014			Code V M	Amount 1,653	(D)	Price \$ 3.6	2,053	D		
Common Stock	01/08/2014			S	1,653	D	\$ 9.31	400	D		
Common Stock	01/09/2014			M	1,200	A	\$ 3.6	1,600	D		
Common Stock	01/09/2014			S	1,200	D	\$ 9.29	400	D		

M

3,147 A \$ 3.6 3,547

D

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Common Stock

Common 3,147 D \$ 400 S D 01/09/2014 Stock

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. Transactic Code (Instr. 8)	5. Number tion 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.6	01/08/2014		M		1,653	01/08/2014	07/18/2022	Common Stock	1,653
Stock Option (Right to Buy)	\$ 3.6	01/09/2014		M		1,200	01/09/2014	07/18/2022	Common Stock	1,200
Stock Option (Right to Buy)	\$ 3.6	01/09/2014		M		3,147	01/09/2014	07/18/2022	Common Stock	3,147

Reporting Owners

Reporting Owner Name / Address	Relationships							
. 0	Director	10% Owner	Officer	Other				
Frauendorfer Linda K	X		Chief Financial Officer					
C/O SIGMATRON INTERNATIONAL, INC.								
2201 LANDMEIER ROAD								

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ELK GROVE VILLAGE, IL 60007

Signatures

/s/ Linda K. Frauendorfer 01/16/2014

**Signature of Reporting Date
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) This column needs to be blank.
- (2) 25,000 Stock Options were previously sold in a tender offer on or about 10/01/13 in a transaction exempted pursuant to Rule 16b-3.

Remarks:

The transaction data reported on the initial Form 4 filed on January 10, 2014, reporting transactions on January 8 and January been amended (a) to reflect proper Transaction Codes reflecting exercise of certain exempt stock options in Table I and II, and to reflect correct amount of common shares beneficially owned following the reported transactions in Table I.

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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