

UNISYS CORP
Form 4
April 21, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stafford Andrew M

(Last) (First) (Middle)

801 LAKEVIEW DRIVE, SUITE
100

(Street)

BLUE BELL, PA 19012

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNISYS CORP [UIS]

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

04/20/2017

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) below)

Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/20/2017		M		9,933	A \$ 0	9,933 D
Common Stock	04/20/2017		F		4,469	D \$ 11.2	5,464 D
Common Stock	04/20/2017		M		9,526	A \$ 0	14,990 D
Common Stock	04/20/2017		F		4,286	D \$ 11.2	10,704 D

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. Pr Deriv Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	04/20/2017		M		9,933		(2)	(2)	Common Stock	9,933	\$
Restricted Stock Units	(3)	04/20/2017		M		9,933		(4)	(4)	Common Stock	9,526	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stafford Andrew M 801 LAKEVIEW DRIVE SUITE 100 BLUE BELL, PA 19012			Senior Vice President	

Signatures

Felicia D. Garnett, attorney-in-fact for Andrew Stafford 04/21/2017

__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) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

(2) Time-based restricted stock units granted under the terms of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal installments beginning April 20, 2017.

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- (3) Each restricted stock unit represents a contingent right to receive 0.959 shares of Unisys Corporation common stock.

Performance-based restricted stock units ("PB-RSUs") granted on April 20, 2016 under the Unisys 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a

- (4) performance goal relating to the operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on April 20, 2017, 2018 and 2019. This report only relates to the PB-RSUs the reporting person earned based on the 2016 performance goal. All shares resulting from such earned PB-RSUs vest on April 20, 2017.

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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