

GENERAL CABLE CORP /DE/  
Form 4  
May 23, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LAWTON GREGORY E

2. Issuer Name and Ticker or Trading Symbol  
GENERAL CABLE CORP /DE/  
[BGC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
05/19/2016

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

4 TESSENEER DRIVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HIGHLAND HEIGHTS, KY 41076

(City) (State) (Zip)

**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 (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	05/19/2016		A	8,410 (1)	\$ 0 40,680	D	
Common Stock					27,411	I	Deferred - GCC Trusts

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWTON GREGORY E 4 TESSENEER DRIVE HIGHLAND HEIGHTS, KY 41076		X		

## Signatures

/s/ Luke J. Frutkin, as Attorney-in-Fact for Gregory E. Lawton 05/23/2016

\*\*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) Each restricted stock unit granted on May 19, 2016 represents a right to receive one share of common stock and will vest on the one year anniversary of the grant date.
- 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. s Report on Form 6-K dated March 10, 2003 is incorporated herein by reference. E. Taxation The information set forth under the heading "Shareholder Information - Taxation for US residents" on pages 130 and 131 of the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003 is incorporated herein by reference. F. Dividends and Paying Agents Not applicable. G. Statement by Experts Not applicable. H. Documents on Display The information set forth under the heading "Shareholder Information - Documents on display" on page 129 of the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003 is incorporated herein by reference. I. Subsidiary Information Not applicable. ITEM 11 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK The information (including graphs and tabular data) set forth under the headings "Financial Review - Treasury" on pages 34 and 35 and "Financial Review - Sensitivity analysis" on pages 35 and 36 of the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003

is incorporated herein by reference. ITEM 12 - DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES Not applicable. PART II ITEM 13 - DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES (a) There has been no material default in payment of principal, interest, a sinking or purchase fund installment, or any other material default with respect to any indebtedness of the Company or any of its significant subsidiaries. (b) There have been no arrears in the payment of dividends on, and no material delinquency with respect to, any class of preferred stock of any significant subsidiary of the Company. ITEM 14 - MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS Not applicable. ITEM 15 - CONTROLS AND PROCEDURES The information set forth under the heading "Directors' Report - Audit Committee, Internal Controls and Management of Risk - Audit Committee" on page 46 of the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003 is incorporated herein by reference. PART III ITEM 17 - FINANCIAL STATEMENTS The Company has responded to Item 18 in lieu of this item. ITEM 18 - FINANCIAL STATEMENTS The information set forth in Exhibit 10.2 hereto "Auditor report to the members of AstraZeneca Plc by KPMG Audit Plc" is incorporated in this section by reference. The information (including graphs and tabular data) set forth under the heading "Financial Statements" on pages 55 and 58 to 133 including the information set forth under the subheadings "Notes relating to the Financial Statements", "Principal Subsidiaries, Joint Ventures and Associates", "Additional Information for US Investors", "Group Financial Record - UK GAAP", "Group Financial Record - US GAAP" and "Shareholder Information" of the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003 is incorporated herein by reference. ITEM 19 - EXHIBITS 1.1 Memorandum and Articles of Association. 4.1 Master Restructuring Agreement dated as of June 19, 1998 between Astra AB, Merck & Co., Inc., Astra Merck Inc., Astra USA, Inc., KB USA, L.P., Astra Merck Enterprises, Inc., KBI Sub Inc., Merck Holdings, Inc. and Astra Pharmaceuticals, L.P.\* 4.2 Amendment to the Agreement for Service between AstraZeneca Plc and Sir T.F.W. McKillop, dated February 4, 2003. 4.3 Amendment to the Agreement for Service between AstraZeneca Plc and Mr. J.R. Symonds, dated February 4, 2003. 4.4 Amendment to the Agreement for Service between AstraZeneca Plc and Dr. H. Mogren, dated February 4, 2003. 7.1 Statement explaining calculation of ratio of earnings to fixed charges. 8.1 List of subsidiaries. 10.1 Pursuant to Rule 12-b-23(a) of the Securities Exchange Act of 1934, as amended, the information incorporated into this Form 20-F by reference to the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003, is attached as an exhibit hereto. ----- \*Incorporated into this Form 20-F by reference to Astra AB's Form 6-K, filed on October 16, 1998. 10.2 Auditor report to the members of AstraZeneca Plc by KPMG Audit Plc 10.3 Consent of KPMG Audit Plc, independent accountants to the Company. 10.5 Consent of IMS Health. SIGNATURE The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf. AstraZeneca Plc By: /s/ Adrian C N Kemp ----- Name: Adrian C N Kemp Title: Authorised Signatory London, England March 25, 2003 CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT 2002 I, Thomas Fulton Wilson McKillop, certify that: 1. I have reviewed this annual report on Form 20-F of AstraZeneca Plc; 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report; 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could

adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and 6. The registrant's other certifying officer and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. March 25, 2003 /s/ SIR TOM MCKILLOP Sir Tom McKillop, Chief Executive AstraZeneca Plc I, Jonathan Richard Symonds, certify that: 1. I have reviewed this annual report on Form 20-F of AstraZeneca Plc; 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report; 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report; 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and 6. The registrant's other certifying officer and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. March 25, 2003 /s/ J.R. SYMONDS J R Symonds, Chief Financial Officer AstraZeneca Plc EXHIBIT INDEX Exhibit No. Description ----- 1.1 Memorandum and Articles of Association. 4.1 Master Restructuring Agreement dated as of June 19, 1998 between Astra AB, Merck & Co., Inc., Astra Merck Inc., Astra USA, Inc., KB USA, L.P., Astra Merck Enterprises, Inc., KBI Sub Inc., Merck Holdings, Inc. and Astra Pharmaceuticals, L.P.\* 4.2 Amendment to the Agreement for Service between AstraZeneca Plc and Sir T.F.W. McKillop, dated February 4, 2003. 4.3 Amendment to the Agreement for Service between AstraZeneca Plc and Mr. J.R. Symonds, dated February 4, 2003 4.4 Amendment to the Agreement for Service between AstraZeneca Plc and Dr. H. Mogren, dated February 4, 2003. 7.1 Statement explaining calculation of ratio of earnings to fixed charges. 8.1 List of subsidiaries. 10.1 Pursuant to Rule 12-b-23(a) of the Securities Exchange Act of 1934, as amended, the information incorporated into this Form 20-F by reference to the Company's "Annual Report and Form 20-F 2002" filed as an exhibit to its Report on Form 6-K dated March 10, 2003, is attached as an exhibit hereto. 10.2 Auditor report to the members of AstraZeneca Plc by KPMG Audit Plc. 10.3 Consent of KPMG Audit Plc, independent accountants to the Company. 10.5 Consent of IMS Health. ----- \*Incorporated into this Form 20-F by reference to Astra AB's Form 6-K, filed on October 16, 1998.