

TUFANO PAUL J
Form 4
February 22, 2019

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 *
TUFANO PAUL J

2. Issuer Name **and** Ticker or Trading
Symbol
BENCHMARK ELECTRONICS
INC [BHE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

56 SOUTH ROCKFORD DRIVE

(Street)

TEMPE, AZ 85251

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2019

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

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

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	02/20/2019		A		55,369 ⁽¹⁾	A	\$ 0	143,736	D
Common stock	02/20/2019		M ⁽³⁾		49,615	A	\$ 0 ⁽³⁾	193,351	D
Common stock	02/20/2019		F		16,254 ⁽⁴⁾	D	\$ 28.09	177,097	D

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

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SEC 1474
(9-02)

number.

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-based Restricted Stock Units	\$ 0	02/20/2019		A		55,370		(2)	(2)	Common Stock
Performance-based Restricted Stock Units	\$ 0	02/20/2019		D		7,710		(3)	(3)	Common Stock
Performance-based Restricted Stock Units	\$ 0	02/20/2019		M		49,615		(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUFANO PAUL J 56 SOUTH ROCKFORD DRIVE TEMPE, AZ 85251	X		CEO	

Signatures

/s/ James Walker by Power of Attorney for Paul J. Tufano

02/22/2019

__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) These shares are represented by a restricted stock unit award bearing the right to receive Common Shares and are scheduled to vest in two equal installments on December 31, 2019 and December 31, 2020.

(2) This reflects the target number of performance-based restricted stock units awarded. Actual awards may vary from as low as zero to as high as 2.5 times the target. As soon as reasonably practicable following the end of the Performance Period (beginning on January 1, 2019 and ending on December 31, 2020) and in no event later than March 15, 2021, the number of shares that may ultimately be earned will be determined and issued.

(3)

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Based on the Company performance during the two-year performance period ending December 31, 2018, approximately 86.55% of the performance-based restricted stock units vested(as previously disclosed the reporting person had the opportunity to earn up to 250% of the number originally reported).

(4) These shares are being withheld to cover taxes related to the vesting of performance-based restricted stock units.

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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