

Thomson Michael M
Form 4
February 14, 2019

FORM 4

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

OMB APPROVAL

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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 *
Thomson Michael M

(Last) (First) (Middle)
875 THIRD AVENUE, 16TH FLOOR
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNISYS CORP [UIS]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Corporate Controller

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2019		M	2,700	A \$ 0	10,680	D
Common Stock	02/12/2019		F	758	D \$ 12.61	9,922	D
Common Stock	02/12/2019		M	5,400	A \$ 0	15,322	D
Common Stock	02/12/2019		F	1,798	D \$ 12.61	13,524	D
Common Stock	02/13/2019		M	882	A \$ 0	14,406	D

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Common Stock	02/13/2019	F	255	D	\$ 14.46	14,151	D	
Common Stock	02/13/2019	M	1,766	A	\$ 0	15,917	D	
Common Stock	02/13/2019	F	511	D	\$ 14.46	15,406	D	
Common Stock						152,348	I	By USP Trust

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

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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 or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	02/12/2019		M	2,700	(2)	(2)	Common Stock	2,700
Restricted Stock Units	(3)	02/12/2019		M	2,700	(4)	(4)	Common Stock	5,400
Restricted Stock Units	(5)	02/13/2019		M	999	(6)	(6)	Common Stock	882
Restricted Stock Units	(7)	02/13/2019		M	1,572	(8)	(8)	Common Stock	1,766

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Thomson Michael M
875 THIRD AVENUE
16TH FLOOR
NEW YORK, NY 10022

VP and Corporate Controller

Signatures

Cathy S. Johnson,
attorney-in-fact

02/14/2019

__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) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (2) Time-based restricted stock units ("TB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest in three equal annual installments beginning February 12, 2019.
- (3) Each restricted stock unit represents a contingent right to receive two shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three year period based on Unisys Corporation's relative total shareholder return compared to the Russell 2000 Index from January 1, 2018 through December 31, 2018, 2019 and 2020, respectively, and then such PB-RSUs vest on February 12, 2019, 2020 and 2021, respectively. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vested on February 12, 2019.
- (5) Each restricted stock unit represents a contingent right to receive 0.8822 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such PB-RSUs vest on February 11, 2017, 2018 and 2019, respectively or, if later, the date on which the achievement of the performance goal for each such year is finally determined. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vested on February 13, 2019.
- (7) Each restricted stock unit represents a contingent right to receive 1.1231 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018 and 2019, respectively, and then such PB-RSUs vest on February 9, 2018, 2019 and 2020, respectively or, if later, the date on which the achievement of the performance goal for each such year is finally determined. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vested on February 13, 2019.
- (8) Each restricted stock unit represents a contingent right to receive 1.1231 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018 and 2019, respectively, and then such PB-RSUs vest on February 9, 2018, 2019 and 2020, respectively or, if later, the date on which the achievement of the performance goal for each such year is finally determined. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs vested on February 13, 2019.

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.