

Dowling Michael J
Form 4
March 05, 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 *
Dowling Michael J

(Last) (First) (Middle)

76 SOUTH MAIN ST

(Street)

AKRON, OH 44308

(City) (State) (Zip)

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

FIRSTENERGY CORP [FE]

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

03/01/2019

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 ____ Other (specify
below) below)

Sr VP, External Affairs

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)
Common Stock	03/01/2019		M	Amount (1) 10,995.669	(A) or (D) A (2)	68,488.818 (3)	D
Common Stock	03/01/2019		D	549.783 (4)	D (4)	67,939.035 (3)	D
Common Stock	03/01/2019		D	10,445.886 (1)	D \$ 40.73	57,493.149 (3)	D
Common Stock	03/01/2019		M	22,247.798 (5)	A (2)	79,740.947 (3)	D
Common Stock	03/01/2019		D	1,112.39 (4)	D (4)	78,628.557 (3)	D

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Common Stock 03/01/2019 F 8,629.408 ⁽⁵⁾ D \$ 69,999.149 ⁽³⁾ D 40.73

Common Stock 2,970.98 ⁽⁶⁾ I By Savings Plan

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
RSUC16	<u>(7)</u>	03/01/2019		M	10,995.669	<u>(1)</u> <u>(1)</u>	Common Stock
RSUS16	<u>(7)</u>	03/01/2019		M	22,247.798	<u>(5)</u> <u>(5)</u>	Common Stock
Phantom 3/19D	<u>(7)</u>	03/01/2019		A	1,662.173	<u>(8)</u> <u>(8)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dowling Michael J 76 SOUTH MAIN ST AKRON, OH 44308	Sr VP, External Affairs

Signatures

Daniel M. Dunlap,
attorney-in-fact 03/05/2019
__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).

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- (1) Represents the vesting of the RSUC16 award. The award vested on March 1, 2019. Amounts also include dividend reinvestment.
- (2) 1 for 1. The RSUS16 and RSUC16 awards were previously granted for \$0.00 under the FirstEnergy Corp. 2015 Incentive Compensation Plan.
- (3) Balance includes restricted stock and shares acquired through dividend reinvestment.
- (4) This transaction reflects the deferral of the RSUS16 and RSUC16 awards. As a result, the reporting person is reporting the disposition of shares of common stock in exchange for an equal number of shares of phantom stock described below.
- (5) Represents the vesting of the RSUS16 award. The award vested on March 1, 2019. The shares coded "F" were automatically withheld to cover tax obligations associated with the payout. Amounts also include dividend reinvestment.
- (6) FE's 401(k) Savings Plan includes a unitized fund invested in FE stock, in which the reporting person may invest, and includes dividend reinvestment and company match features. The number of shares reported as indirectly held in the 401(k) Plan in this row is an estimate of the number of shares of FE's common stock held in the unitized stock fund and allocated to the reporting person's account as of January 31, 2019.
- (7) 1 for 1
- (8) This holding reflects phantom stock payable in cash upon retirement or other termination of employment under the FirstEnergy Corp. Amended and Restated Executive Deferred Compensation Plan. Each share of phantom stock is the economic equivalent of one share of common stock.

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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