

BOST GLENN E II
Form 4
February 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
BOST GLENN E II

2. Issuer Name and Ticker or Trading Symbol
PPG INDUSTRIES INC [PPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2013

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

PPG INDUSTRIES, INC., ONE PPG PLACE

(Street)

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

Sr. VP & Gen. Counsel

PITTSBURGH, PA 15272

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 02/20/2013 | | A ⁽¹⁾ | | 2,174 | A | \$ 0 ⁽¹⁾ |
| Common Stock | 02/20/2013 | | A ⁽²⁾ | | 3,150 | A | \$ 0 ⁽²⁾ |
| Common Stock | 02/20/2013 | | F | | 1,878 | D | \$ 131.51 |
| Common Stock | 02/21/2013 | | M | | 7,000 | A | \$ 61.81 |
| Common Stock | 02/21/2013 | | S | | 7,000 | D | \$ 128.8864 ⁽³⁾ |

Common Stock 6,335.4425 (4) I By 401(k) Plan

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Options (5) | \$ 131.51 | 02/20/2013 | | A | 12,180 | 02/20/2016 02/19/2023 | Common Stock | 12,180 |
| Employee Stock Options (5) | \$ 61.81 | 02/21/2013 | | M | 7,000 | 02/17/2013 02/16/2020 | Common Stock | 7,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BOST GLENN E II PPG INDUSTRIES, INC. ONE PPG PLACE PITTSBURGH, PA 15272 | | | Sr. VP & Gen. Counsel | |

Signatures

Greg E. Gordon, Attorney-in-Fact for Glenn E. Bost II 02/22/2013

**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) Settlement of 2010 total shareholder return contingent shares award.

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- (2) Settlement of 2010 restricted stock unit performance award.

This represents the weighted average aggregate price paid for the shares. The shares were sold in multiple transactions at prices ranging

- (3) from \$128.8500 to \$128.9550 per share, inclusive. The reporting person will provide, upon request of the SEC staff, PPG or a shareholder of PPG, complete information regarding the number of shares sold at each price within the range.

- (4) Total amount of shares held for the reporting person in the reporting person's account in the PPG Industries Employee Savings Plan as of February 20,2013.

- (5) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive Plan.

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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