

SIGMATRON INTERNATIONAL INC
 Form 4
 March 24, 2014

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 *
 Upadhyaya Raj B

2. Issuer Name and Ticker or Trading Symbol
 SIGMATRON INTERNATIONAL INC [SGMA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/30/2013

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

ELK GROVE VILLAGE, IL 60007
 (City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|

| | | | | | | | | |
|--------------------------------------------|---------|------------|--|---|-------|-----------------------|--------------|-------|
| Stock Option (right to buy) ⁽¹⁾ | \$ 9.17 | 10/30/2013 | | J | 7,425 | 09/16/2005 09/15/2015 | Common Stock | 7,425 |
|--------------------------------------------|---------|------------|--|---|-------|-----------------------|--------------|-------|

| | | | | | | | | |
|--------------------------------------------|---------|------------|--|---|-------|-----------------------|--------------|-------|
| Stock Option (right to buy) ⁽³⁾ | \$ 9.17 | 10/30/2013 | | J | 7,425 | 09/16/2006 09/15/2015 | Common Stock | 7,425 |
|--------------------------------------------|---------|------------|--|---|-------|-----------------------|--------------|-------|

| | | | | | | | | |
|--------------------------------------------|---------|------------|--|---|-------|-----------------------|--------------|-------|
| Stock Option (right to buy) ⁽⁵⁾ | \$ 9.17 | 10/30/2013 | | J | 7,650 | 09/16/2007 09/15/2015 | Common Stock | 7,650 |
|--------------------------------------------|---------|------------|--|---|-------|-----------------------|--------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Upadhyaya Raj B C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIER RD. ELK GROVE VILLAGE, IL 60007 | | | Executive Vice President | |

Signatures

/s/ Raj B.
Upadhyaya 03/24/2014

**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).

The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(2) This column needs to be blank.

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(3) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(4) This column needs to be blank.

(5) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(6) This column needs to be blank.

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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