

STRICKLAND JEFFERY
Form 4
August 25, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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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 *
STRICKLAND JEFFERY

(Last) (First) (Middle)

1 ALLENTOWN PKWY

(Street)

ALLEN, TX 75002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ATRION CORP [ATRI]

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2017

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)
CFO

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 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De...
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	08/24/2017	A	323.68					(2)	(2)	Common Stock	323.68

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRICKLAND JEFFERY 1 ALLENTOWN PKWY ALLEN, TX 75002			CFO	

Signatures

Jeffery Strickland
08/25/2017
Date

**Signature of Reporting Person

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 Restricted Stock Units were awarded to the reporting person under the Amended and Restated Atrion Corporation 2006 Equity Incentive Plan. Each Restricted Stock Unit represents the contingent right to receive one share of Atrion Corporation common stock. The Restricted Stock Units vest on August 24, 2022, provided the reporting person is employed by Atrion Corporation or a subsidiary on that date. At such time, the Restricted Stock Units will convert into shares of Atrion Corporation common stock on a one-for-one basis, with such shares of common stock to be delivered to the reporting person.

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. 1pt solid">3SEC USE ONLY4CITIZENSHIP OR PLACE OF ORGANIZATION U.S. Citizen

NUMBER OF	5	SOLE VOTING POWER 25,615 shares
SHARES	6	SHARED VOTING POWER 3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Madera, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to vote these shares.

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE DISPOSITIVE POWER 0 shares	
8	SHARED DISPOSITIVE POWER 3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Madera, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to dispose of these shares.	

REPORTING

PERSON

WITH

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	3,482,249
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	..
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	7.2%
12	TYPE OF REPORTING PERSON*	IN

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1 NAME OF REPORTING PERSON Michael B. Gordon

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares

SHARES 6 SHARED VOTING POWER
3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Gordon, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to vote these shares.

BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0 shares

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER
3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Gordon, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,456,634

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.1%

12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 21925Y103 13 G Page 8 of 14

1 NAME OF REPORTING PERSON Robert D. Ward

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares

SHARES 6 SHARED VOTING POWER
3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Ward, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to vote these shares.

BENEFICIALLY 7 SOLE DISPOSITIVE POWER
OWNED BY 0 shares
EACH

REPORTING 8 SHARED DISPOSITIVE POWER
PERSON 3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Ward, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to dispose of these shares.
WITH

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,456,634

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.1%

12 TYPE OF REPORTING PERSON* IN

CUSIP NO. 21925Y103 13 G Page 9 of 14

1 NAME OF REPORTING PERSON George H. Bischof

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Citizen

NUMBER OF 5 SOLE VOTING POWER
0 shares

SHARES 6 SHARED VOTING POWER
3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Bischof, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to vote these shares.

BENEFICIALLY OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0 shares

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER
3,456,634 shares, of which 3,394,761 shares are held by MCP III and 61,873 shares are held by MC AFF III. MCA III is the general partner of such entities and Bischof, as a managing member of MMA III, a managing member of MCA III, may be deemed to have shared power to dispose of these shares.

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,456,634

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* ..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 7.1%

12 TYPE OF REPORTING PERSON* IN

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This Amendment No. 1 amends the Statement on Schedule 13G previously filed by Meritech Capital Partners III L.P., a Delaware limited partnership, Meritech Capital Affiliates III L.P., a Delaware limited partnership, Meritech Capital Associates III L.L.C., a Delaware limited liability company, Meritech Management Associates III L.L.C., a Delaware limited liability company, Paul S. Madera, Michael B. Gordon, Robert D. Ward and George H. Bischof. The foregoing entities and individuals are collectively referred to as the "Reporting Persons." Only those items as to which there has been a change are included in this Amendment No. 1.

OWNERSHIP

ITEM 4. Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:
See Row 9 of cover page for each Reporting Person.

(b) Percent of Class:
See Row 11 of cover page for each Reporting Person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:
See Row 5 of cover page for each Reporting Person.

(ii) Shared power to vote or to direct the vote:

See Row 6 of cover page for each Reporting Person.

(iii) Sole power to dispose or to direct the disposition of:

See Row 7 of cover page for each Reporting Person.

Explanation of Responses:

- (iv) Shared power to dispose or to direct the disposition of:
See Row 8 of cover page for each Reporting Person.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Entities:

Meritech Capital Partners III L.P.
Meritech Capital Affiliates III L.P.
Meritech Capital Associates III L.L.C.
Meritech Management Associates III L.L.C.

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed entities

Individuals:

Paul S. Madera
Michael B. Gordon
Robert D. Ward
George H. Bischof

By: /s/ Joel Backman
Joel Backman, Attorney-in-fact
for above-listed individuals

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties for whom copies are to be sent.

Explanation of Responses:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

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EXHIBIT INDEX

Exhibit	Found on Sequentially Numbered Page
Exhibit A: Agreement of Joint Filing	13
Exhibit B: Reference to Joel Backman as Attorney-in-Fact	14

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exhibit A

Agreement of Joint Filing

The Reporting Persons hereby hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Cornerstone OnDemand Inc. shall be filed on behalf of each of the Reporting Persons. Note that copies of the applicable Agreement of Joint Filing are already on file with the appropriate agencies.

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exhibit B

Reference to Joel Backman as Attorney-in-Fact

Joel Backman has signed the enclosed documents as Attorney-In-Fact. Note that a copy of the applicable Power of Attorney is already on file with the appropriate agencies.