

Upadhyaya Raj B
Form 4
January 29, 2018

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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Vice President

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

3. Date of Earliest Transaction (Month/Day/Year)
01/24/2018

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/24/2018 | | M | | 143 | A | \$ 3.6 | 143 | D | |
| Common Stock | 01/24/2018 | | S | | 143 | D | \$ 9.3 | 0 | D | |
| Common Stock | 01/25/2018 | | M | | 2,132 | A | \$ 3.6 | 2,132 | D | |
| Common Stock | 01/25/2018 | | S | | 2,132 | D | \$ 9.1207 | 0 | D | |

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 3.6 | 01/24/2018 | | M | 143 | 07/19/2012 07/18/2022 | Common Stock | 143 |
| Stock Option (right to buy) | \$ 3.6 | 01/25/2018 | | M | 2,132 | 07/19/2012 07/18/2022 | Common Stock | 2,132 |

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 01/29/2018

**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) This column needs to be blank.

(2) 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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