

AXIALL CORP/DE/

Form 4

May 26, 2015

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 *
Carrico Paul

(Last) (First) (Middle)

1000 ABERNATHY ROAD, SUITE
1200

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2015

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
AXLL Common Stock	05/21/2015		A	7,754 ⁽¹⁾	A \$ 0 261,195	D	
AXLL Common Stock	05/21/2015		F	3,719 ⁽²⁾	D \$ 35.9 257,476	D	
AXLL Common Stock	05/22/2015		A	108,085 ⁽³⁾	A \$ 0 365,561	D	
AXLL Common	05/22/2015		F	51,827 ⁽²⁾	D \$ 313,734 35.97	D	

Stock

AXLL Common Stock	80,000	I	Held by The Carrico Family Trust
AXLL Common Stock	66,000	I	Held by Mr. Carrico's Spouse
AXLL Common Stock	45	I	Held by 401(k)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carrico Paul 1000 ABERNATHY ROAD, SUITE 1200 ATLANTA, GA 30328	X President & CEO

Signatures

/s/ Paul Carrico

05/26/2015

__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) Vesting of one-third of the performance restricted stock units granted to the reporting person on May 21, 2013, for which the Company's Adjusted EBITDA is the performance restriction.
- (2) Payment of a tax liability by delivering or withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3.
- (3) Vesting of performance leveraged units, also known as "PLUs", granted by the issuer to the reporting person on May 21, 2012, for which the number of shares issued at vesting was based solely on the performance of the issuer's stock price.

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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