

FARMER SCOTT D

Form 4

July 27, 2011

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 *
FARMER SCOTT D

(Last) (First) (Middle)

6847 CINTAS
BOULEVARD, SUITE 120

(Street)

MASON, OH 45040

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CINTAS CORP [CTAS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/25/2011

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)

Chief Executive Officer

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 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) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common Stock | 07/25/2011 | | A | Amount (1) 35,596 | A \$ 0 | 628,004 | D |
| Common Stock | 07/26/2011 | | F | Amount (3) 1,982 | D \$ 34.18 | 626,022 | D |
| Common Stock | | | | | | 16,736,387 | I |
| Common Stock | | | | | | 723,669 | I |
| | | | | | | | By Limited Liability Limited Partnership (2) |
| | | | | | | | By Trusts |

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| | | | |
|--------------|--------|---|------------------------|
| Common Stock | 83,880 | I | By Limited Partnership |
| Common Stock | 4,038 | I | By Spouse |
| Common Stock | 1,054 | I | By ESOP |

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 | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|-------------------------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 33.92 | 07/25/2011 | | A | | 94,467 | | <u>(4)</u> | 07/25/2021 | Common Stock | 94,467 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|-------------------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| FARMER SCOTT D 6847 CINTAS BOULEVARD SUITE 120 MASON, OH 45040 | X X Chief Executive Officer |

Signatures

/s/ Scott D.
Farmer 07/27/2011

**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) Restricted shares granted pursuant to Cintas Corporation's 2005 Equity Incentive Plan.
- (2) Mr. Farmer has sole voting and dispositive power but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Restrictions on restricted shares granted pursuant to Cintas Corporation's Equity Compensation Plan and previously reported Form 4 have lapsed. Of the total 7,220 shares that have vested, the reporting person has transferred 1,982 of these shares to satisfy tax withholding.
- (4) The option vests as follows: one-third on the third anniversary of the grant date, one-third on the fourth anniversary of the grant date and one-third on the fifth anniversary of the grant date.

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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