

TUFANO PAUL J
Form 4
February 22, 2019

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 *
TUFANO PAUL J

2. Issuer Name and Ticker or Trading Symbol
BENCHMARK ELECTRONICS INC [BHE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
56 SOUTH ROCKFORD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

TEMPE, AZ 85251

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

(City) (State) (Zip)

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 or (D) Price | | |
| Common stock | 02/20/2019 | | A | | 55,369 (1) \$ 0 | D | |
| Common stock | 02/20/2019 | | M ⁽³⁾ | | 49,615 A \$ 0 ⁽³⁾ | D | |
| Common stock | 02/20/2019 | | F | | 16,254 (4) \$ 28.09 | D | |

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

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number.

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 Underlying (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Performance-based Restricted Stock Units | \$ 0 | 02/20/2019 | | A | 55,370 | (2) | (2) | Common Stock |
| Performance-based Restricted Stock Units | \$ 0 | 02/20/2019 | | D | 7,710 | (3) | (3) | Common Stock |
| Performance-based Restricted Stock Units | \$ 0 | 02/20/2019 | | M | 49,615 | (3) | (3) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TUFANO PAUL J 56 SOUTH ROCKFORD DRIVE TEMPE, AZ 85251 | X | | CEO | |

Signatures

/s/ James Walker by Power of Attorney for Paul J. Tufano
Date: 02/22/2019

__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) These shares are represented by a restricted stock unit award bearing the right to receive Common Shares and are scheduled to vest in two equal installments on December 31, 2019 and December 31, 2020.
- This reflects the target number of performance-based restricted stock units awarded. Actual awards may vary from as low as zero to as high as 2.5 times the target. As soon as reasonably practicable following the end of the Performance Period (beginning on January 1, 2019 and ending on December 31, 2020) and in no event later than March 15, 2021, the number of shares that may ultimately be earned will be determined and issued.
- (2)
- (3)

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Based on the Company performance during the two-year performance period ending December 31, 2018, approximately 86.55% of the performance-based restricted stock units vested (as previously disclosed the reporting person had the opportunity to earn up to 250% of the number originally reported).

(4) These shares are being withheld to cover taxes related to the vesting of performance-based restricted stock units.

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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