

SIGMATRON INTERNATIONAL INC  
 Form 4  
 March 24, 2014

**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 \*  
 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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 10/30/2013

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

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 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.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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.	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) <u>(1)</u>	\$ 9.17	10/30/2013		J	7,425	09/16/2005	09/15/2015	Common Stock	7,425
Stock Option (right to buy) <u>(3)</u>	\$ 9.17	10/30/2013		J	7,425	09/16/2006	09/15/2015	Common Stock	7,425
Stock Option (right to buy) <u>(5)</u>	\$ 9.17	10/30/2013		J	7,650	09/16/2007	09/15/2015	Common Stock	7,650

## 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                      03/24/2014  
  
\*\*Signature of                      Date  
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).
- The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock
- (1) option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.
  - (2) This column needs to be blank.

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(3) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(4) This column needs to be blank.

(5) The 22,500 options disposed of as described on this Table II were issued on September 16, 2005, pursuant to and under a single stock option plan and stock option agreement. The disposition of these options are disclosed as three entries solely as a result of the varied exercise dates. All such options were sold in a tender offer transaction exempted pursuant to Rule 16b-3.

(6) 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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