

DONALDSON CO INC

Form 4

December 04, 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 *
Ward Jay L

(Last) (First) (Middle)

1400 WEST 94TH STREET

(Street)

BLOOMINGTON, MN 55413

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DONALDSON CO INC [DCI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	(A) or (D)	Price	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	12/02/2015		A	75,791	A	\$ 30.86	2,992	I	By Benefit Plan Trust
Common Stock							15,218	I	By Benefit Plan Trust
Common Stock	12/02/2015		M	9,422	A	\$ 22.32	84,021	D	
Common Stock	12/02/2015		F	7,680	D	\$ 30.93	76,341	D	
	12/02/2015		M	5,000	A	\$ 16.5	81,341	D	

Common
Stock

Common Stock	12/02/2015	F	3,452	D	\$ 30.93	77,889	D
Common Stock	12/02/2015	S	200	D	\$ 30.41	77,689	D
Common Stock	12/02/2015	G	1,200	D	\$ 0	76,489	D
Common Stock	12/03/2015	S	974	D	\$ 30	75,515	D

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 22.32	12/02/2015		M	9,422	07/13/2010 12/05/2016	Common Stock	9,422	
Employee Stock Option (right to buy)	\$ 16.5	12/02/2015		M	5,000	01/23/2006 01/23/2016	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Ward Jay L
1400 WEST 94TH STREET
BLOOMINGTON, MN 55413

Senior Vice President

Signatures

Amy C. Becker, Attorney-in-fact for Jay L.
Ward

12/04/2015

__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).

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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