

Brown Marcus V
Form 4
March 15, 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 *
Brown Marcus V

2. Issuer Name and Ticker or Trading Symbol
ENTERGY CORP /DE/ [ETR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ENTERGY CORPORATION
LEGAL DEPARTMENT, 639
LOYOLA AVENUE, 26TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & General Counsel

(Street)
NEW ORLEANS, LA 70113

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/14/2019 | | M | 10,800 | A \$ 64.6 | 42,867 ⁽¹⁾ | D |
| Common Stock | 03/14/2019 | | S | 10,800 | D \$ 94.82 | 32,067 ⁽²⁾ | D |
| Common Stock | 03/14/2019 | | M | 20,500 | A \$ 63.17 | 52,567 | D |
| Common Stock | 03/14/2019 | | S | 20,500 | D \$ 94.97 | 32,067 ⁽³⁾ | D |

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Common Stock 715 I By 401(k)

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 64.6 | 03/14/2019 | | M | 10,800 | <u>(4)</u> 01/31/2023 | Common Stock | 10,800 |
| Employee Stock Option (Right to Buy) | \$ 63.17 | 03/14/2019 | | M | 20,500 | <u>(5)</u> 01/30/2024 | Common Stock | 20,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brown Marcus V
C/O ENTERGY CORPORATION LEGAL DEPARTMENT
639 LOYOLA AVENUE, 26TH FLOOR
NEW ORLEANS, LA 70113

EVP & General Counsel

Signatures

/s/ Daniel T. Falstad by power of attorney

03/15/2019

__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) Includes 90 shares of Entergy common stock acquired through the dividend reinvestment feature of Entergy Corporation's equity ownership plan.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions ranging from \$94.71 to \$95.15.

- (2) The reporting person undertakes to provide to Entergy, any security holder of Entergy or the staff of the Securities and Exchange Commission ("SEC"), upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions ranging from \$94.72 to \$95.31.

- (3) The reporting person undertakes to provide to Entergy, any security holder of Entergy or the staff of the SEC, upon request, full information regarding the number of shares sold at each price within the range set forth in this footnote.

- (4) The options vested in three equal annual installments on January 31, 2014, 2015 and 2016.

- (5) The options vested in three equal annual installments on January 30, 2015, 2016 and 2017.

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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