

McCarthy Shane
Form 4
January 10, 2018

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 *
McCarthy Shane

2. Issuer Name and Ticker or Trading Symbol
LAWSON PRODUCTS
INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP Supply Chain & Bus. Devel.

(Last) (First) (Middle)
C/O LAWSON PRODUCTS,
INC., 8770 WEST BRYN MAWR
AVENUE, SUITE 900
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2018

CHICAGO, IL 60631
(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Performance Rights | \$ 24.7 | 01/08/2018 | | A | 5,057 (1) | 12/31/2020 | 12/31/2025 | Common Stock | 5,057 |
| Market Stock Units | \$ 0 | 01/08/2018 | | A | 5,018 (2) | 12/31/2020 | 12/31/2020 | Common Stock | 5,018 |
| Restricted Stock Units | \$ 0 | 01/08/2018 | | A | 2,084 (3) | 12/31/2020 | 12/31/2020 | Common Stock | 2,084 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McCarthy Shane
C/O LAWSON PRODUCTS, INC.
8770 WEST BRYN MAWR AVENUE, SUITE
900
CHICAGO, IL 60631

SVP Supply Chain & Bus. Devel.

Signatures

/s/ Neil E. Jenkins,
Attorney-in-Fact

01/10/2018

**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) Represents the right to receive cash in an amount equal to the appreciation in the common stock above the exercise price at the date the reporting person exercises the right.
- (2) Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the appreciation of the common stock from the grant date to December 31, 2020.
- (3) Represents the right to receive shares of common stock at the exercise date in an amount equal to the number of 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.