

SAFEGUARD SCIENTIFICS INC  
 Form 4  
 August 29, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**McGroarty Jeffrey B**  
  
 (Last) (First) (Middle)  
**170 NORTH RADNOR-CHESTER ROAD, SUITE 200**  
 (Street)  
**RADNOR, PA 19087**  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SAFEGUARD SCIENTIFICS INC [SFE]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/27/2016**

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Senior VP & CFO**

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)	Price		
Common Stock	08/27/2016		A	40 <sup>(1)</sup>	\$ 0	D	
Common Stock	08/27/2016		F	12	\$ 13.97	D	

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)	8. Price of Derivative Security (Instr. 3)
Stock Option (right to buy)	\$ 15.07	08/27/2016		A	81	(2) 09/30/2021	Common Stock 81	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGroarty Jeffrey B 170 NORTH RADNOR-CHESTER ROAD, SUITE 200 RADNOR, PA 19087			Senior VP & CFO	

## Signatures

By: G. Matthew Barnard For: Jeffrey B. McGroarty  
Date: 08/29/2016

\_\_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) On September 30, 2011, the reporting person was granted a performance stock unit to acquire 1,313 shares of common stock, the vesting of which is subject to the satisfaction of certain corporate performance criteria. In accordance with the previously established criteria, a portion of such performance stock units vested and the underlying shares were issued as reported in Table I.

(2) On September 30, 2011, the reporting person was granted an option to purchase 2,625 shares of common stock, the vesting of which is subject to the satisfaction of certain corporate performance criteria. In accordance with the previously established criteria, a portion of such options vested as reported in Table II.

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.