

SMITH PHILIP IRVING
Form 4
September 05, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
SMITH PHILIP IRVING

2. Issuer Name and Ticker or Trading Symbol
INTRICON CORP [IIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2018

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

C/O INTRICON CORPORATION, 1260 RED FOX ROAD

(Street)

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

ARDEN HILLS, MN 55112

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/31/2018 | | M ⁽¹⁾ | | 6,667 | A | \$ 5.85 |
| Common Stock | 08/31/2018 | | M ⁽¹⁾ | | 3,333 | A | \$ 8.8 |
| Common Stock | 08/31/2018 | | S ⁽¹⁾ | | 2,102 | D | \$ 73.48 |
| Common Stock | 08/31/2018 | | S ⁽¹⁾ | | 5,958 | D | \$ 74.17 |

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| | | | | | | | |
|--------|------------|------------------|-------|---|------------|---|---|
| Common | 08/31/2018 | | | | \$ | | |
| Stock | | S ⁽¹⁾ | 1,940 | D | 74.96 | 0 | D |
| | | | | | <u>(4)</u> | | |

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.

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 5.85 | 08/31/2018 | | M ⁽¹⁾ | 6,667 | <u>(5)</u> 04/27/2026 | Common Stock | 6,667 |
| Employee Stock Option (Right to Buy) | \$ 8.8 | 08/31/2018 | | M ⁽¹⁾ | 3,333 | <u>(6)</u> 04/26/2027 | Common Stock | 3,333 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH PHILIP IRVING C/O INTRICON CORPORATION 1260 RED FOX ROAD ARDEN HILLS, MN 55112 | X | | | |

Signatures

/s/ Scott Longval,
attorney-in-fact

09/05/2018

__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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 17, 2018.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.70 to \$73.675. The reporting person undertakes to provide to IntriCon Corporation any, security holder of IntriCon Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.70 to \$74.50. The reporting person undertakes to provide to IntriCon Corporation, any security holder of IntriCon Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.70 to \$75.45. The reporting person undertakes to provide to IntriCon Corporation, any security holder of IntriCon Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
 - (4) This option becomes exercisable in three equal annual installments beginning on April 28, 2017 or earlier upon the death, disability or retirement of the recipient or a change of control of the Company (as provided in the 2015 Equity Incentive Plan).
 - (5) This option becomes exercisable in three equal annual installments beginning on April 27, 2018 or earlier upon the death, disability or retirement of the recipient or a change of control of the Company (as provided in the 2015 Equity Incentive Plan).

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.