

FIRSTENERGY CORP
Form 4
March 03, 2016

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 *
Dowling Michael J

(Last) (First) (Middle)
76 SOUTH MAIN ST
(Street)

AKRON, OH 44308

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FIRSTENERGY CORP [FE]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2016

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)
Sr VP, External Affairs

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/01/2016		M		10,699 ⁽¹⁾ A ₍₂₎ 23,986.765 ₍₃₎	D	
Common Stock	03/01/2016		F		3,542 ⁽¹⁾ D \$ 33.535 ₍₃₎ 20,444.765	D	
Common Stock	03/01/2016		M		181.8284 ⁽⁴⁾ A ₍₂₎ 20,626.5934 ₍₃₎	D	
Common Stock	03/01/2016		D		14.8284 ⁽⁵⁾ D \$ 33.45 ₍₃₎ 20,611.765	D	
Common Stock	03/01/2016		F		48 ⁽⁴⁾ D \$ 33.45 ₍₃₎ 20,563.765	D	

Common
Stock

1,893.604 ⁽⁶⁾ I

By
Savings
Plan

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 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
RSUP18	<u>(2)</u>	03/01/2016		M	10,699	<u>(1)</u> <u>(1)</u>	Common Stock 10
Phantom 3/13D	<u>(2)</u>	03/01/2016		M	181,828 ⁽⁴⁾	03/01/2016 03/01/2016	Common Stock 181
Phantom / Retirement	<u>(2)</u>					<u>(7)</u> <u>(7)</u>	Common Stock 40
Phantom 3/16D	<u>(2)</u>					<u>(7)</u> <u>(7)</u>	Common Stock 1,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowling Michael J 76 SOUTH MAIN ST AKRON, OH 44308			Sr VP, External Affairs	

Signatures

Jennifer L. Geyer,
attorney-in-fact

03/03/2016

 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).

The amount listed in Table II represents the vesting of the RSUP18 award. The award vested on March 1, 2016 and because the performance targets were achieved, the award was paid out at a performance rate of 150%. The shares coded "F" were withheld to cover income tax obligations associated with the payout.

(1) 1 for 1

(2) Balance includes shares acquired through dividend reinvestment.

This transaction reflects the conversion of stock units originally deferred for three years and dividend equivalents accrued during that time, and credited to the Executive Deferred Compensation Plan's Phantom 3/13d stock account, to directly held common stock. Units were withheld to cover income tax obligations.

(3) Dividend equivalents that accrue after January 1, 2014 on shares held in the Phantom 3/13d account are paid in cash under the terms of the Executive Deferred Compensation Plan.

FE's 401(k) Plan includes a unitized fund invested in FE stock, in which the reporting person may invest, and includes dividend reinvestment and company match features. The number of shares reported as indirectly held in the 401(k) Plan in this row is an estimate of the number of shares of FE's common stock held in the unitized stock fund and allocated to the reporting person's account as of December 31, 2015.

(4) This holding reflects amounts payable upon retirement or other termination of employment under arrangements approved by the Compensation Committee.

(5) Includes stock units acquired through dividend reinvestment.

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