

PINNACLE FOODS INC.
Form 4
April 07, 2017

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 *
BARKLEY MICHAEL J.

(Last) (First) (Middle)

**C/O PINNACLE FOODS INC., 399
JEFFERSON ROAD**

(Street)

PARSIPPANY, NJ 07054-3707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PINNACLE FOODS INC. [PF]

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2017

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)
EVP, CMO

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01	04/05/2017		M ⁽¹⁾		8,708	A	\$ 0 ⁽²⁾ 12,919
Common Stock, par value \$0.01	04/05/2017		F ⁽³⁾		4,516	D	\$ 57.87 ⁽⁴⁾ 8,403
Common Stock, par value \$0.01	04/07/2017		S		1,048 ⁽⁵⁾	D	\$ 58.25 7,355

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. Amount or Number of Shares
Performance Shares	(2)	04/05/2017		M	8,708	04/05/2017 04/05/2017	Common Stock, par value \$0.01	8,708

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKLEY MICHAEL J. C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707			EVP, CMO	

Signatures

/s/ Uche Ndumele, by Power of Attorney 04/07/2017

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 April 1, 2014 the Reporting Person was awarded 4,354 target performance share units ("PSUs") with a three-year performance period ending March 31, 2017 pursuant to the Pinnacle Foods Inc. (the "Company") 2013 Omnibus Incentive Plan. On April 5, 2017, the Compensation Committee of the Board of Directors approved a payout of 200% of the target PSUs under the performance standards set in 2014, based on the relative Total Shareholder Return ("TSR") of the Company as compared to the TSR of each of the companies in the Company's peer group over the period beginning April 1, 2014 and ending March 31, 2017. On April 5, 2017, the Reporting Person acquired 8,708 shares of the Company's common stock ("shares") upon the vesting of the PSUs.

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- (2) Each PSU represents a contingent right to receive one share. The Reporting Person received one share for each PSU that vested.
- (3) 4,516 shares were withheld automatically in order to satisfy the tax liability that arose upon vesting of the PSUs.
- (4) Reflects the closing price of the shares on March 31, 2017.
- (5) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 9, 2016.

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.