

HD Supply Holdings, Inc.
Form 4
January 14, 2015

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 *
Ledford Gregory S

(Last) (First) (Middle)

3100 CUMBERLAND BLVD,
SUITE 1480

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HD Supply Holdings, Inc. [HDS]

3. Date of Earliest Transaction
(Month/Day/Year)
01/12/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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			
Common Stock	01/12/2015		M ⁽²⁾	4,125 A \$ 28.34	8,684	D	

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)

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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)	8. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	01/12/2015		A		475		<u>(1)</u>	<u>(1)</u>	Common Stock	475
Restricted Stock Units	<u>(3)</u>	01/12/2015		J		3,868		<u>(3)</u>	<u>(3)</u>	Common Stock	3,868
Deferred Stock Units	<u>(2)</u>	01/12/2015		M		4,125		<u>(2)</u>	<u>(2)</u>	Common Stock	4,125

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Ledford Gregory S
3100 CUMBERLAND BLVD, SUITE 1480
ATLANTA, GA 30339

Signatures

James F. Brumsey, Attorney-in-Fact for Gregory S.
Ledford

01/14/2015

**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).

Represents a grant of deferred stock units under the 2013 Omnibus Incentive Plan pursuant to an election by Mr. Ledford to convert quarterly cash fees for board service to deferred stock units. Each deferred stock units represents the right to receive one share of common stock, par value \$0.01 per share.

Represents shares acquired in settlement of vested deferred stock units on termination of board service. The units were granted to Mr. Ledford under the 2013 Omnibus Incentive Plan on 8/27/2013 (316 units), 11/8/2013 (756 units), 2/21/2014 (723 units), 5/16/2014 (649 units), 8/15/2015 (634 units), 11/25/2014 (572 units) and 1/12/2015 (475 units).

Represents a forfeiture of unvested restricted stock units on termination of board service. The units were granted to Mr. Ledford on May 15, 2014 under the 2013 Omnibus 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.

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