

MATERION Corp
 Form 3/A
 February 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Kelley Joseph P
 (Last) (First) (Middle)

6070 PARKLAND BLVD.
 (Street)

MAYFIELD HEIGHTS,Â OHÂ 44124
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 01/01/2015

3. Issuer Name and Ticker or Trading Symbol
 MATERION Corp [MTRN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Vice President, Finance & CFO

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

01/06/2015

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Date Expiration

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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Stock Appreciation Rights	03/01/2015	03/01/2019	Common Stock	3,370	\$ 29.45	D	Â
Stock Appreciation Rights	03/06/2013	03/06/2020	Common Stock	2,380	\$ 28.32	D	Â
Stock Appreciation Rights	05/08/2014	05/08/2021	Common Stock	2,661	\$ 33.29	D	Â
Restricted Stock Unit	Â (1)	Â (1)	Common Stock	3,547	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelley Joseph P 6070 PARKLAND BLVD. MAYFIELD HEIGHTS, OH 44124	Â	Â	Â Vice President, Finance & CFO	Â

Signatures

Susan J. MacDonald/atty
in fact

02/19/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each Restricted Stock Unit (RSU) is the economic equivalent of one share of Issuer's Common Stock. Each RSU vests on the third (1) anniversary of the date of grant and is payable in cash. The RSUs were granted on March 1, 2012 (1,474 RSUs); March 6, 2013 (1,054 RSUs); and May 8, 2014 (1,019 RSUs).

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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