

Williams Edward E
 Form 4
 March 08, 2019

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 *
 Williams Edward E

2. Issuer Name and Ticker or Trading Symbol
 ESCALADE INC [ESCA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/06/2019

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

P.O. BOX 50

(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

CRYSTAL CITY, MO 63019

(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	03/08/2019		M	1,425 A 11	133,044	D	
Common Stock					366,450	I	By KPW Family Limited Partnership (4)
Common Stock					14,999	I	By PAW Family Limited Partnership (5)

Common Stock	37,038	I	By Good Earth Tools, Inc. <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474
(9-02)

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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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	<u>(1)</u> <u>(2)</u>	03/08/2019		M	1,425	<u>(3)</u>	<u>(3)</u>	Common Stock	1,425
Restricted Stock Units	<u>(2)</u>	03/06/2019		A	2,850	<u>(7)</u>	03/06/2021	Common Stock	2,850

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Williams Edward E P.O. BOX 50 CRYSTAL CITY, MO 63019	X

Signatures

/s/EDWARD E. WILLIAMS 03/08/2019

 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).

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- (1) Restricted Stock Units (RSUs) converted into common stock on a one-for-one basis.
- (2) Each RSU represents a right to receive one share of ESCA common stock granted pursuant to the Escalade, Incorporated 2017 Incentive Plan (Escalade 2017 Plan).
On March 8, 2018, the reporting person was granted 2,850 RSUs pursuant to the Escalade 2007 Plan, of which 1,425 RSUs vested and settled on March 8, 2019, as reported in this Form 4. The remaining 1,425 RSUs will vest and settle on March 8, 2020, provided that the reporting person remains a director of Escalade as of such vesting date. All RSUs were settled in shares of ESCA common stock
- (3)
- (4) Mr. Williams is a general partner of the KPW FLP.
- (5) Mr. Williams is a general partner of the PAW FLP.
- (6) Mr. Williams owns 33% of the outstanding shares of Good Earth Tools, Inc. and is an executive officer of that entity
- (7) On March 6, 2019, the reporting person was granted 2,850 RSUs pursuant to the Escalade 2017 Plan, which will vest one-half on March 6, 2020 and one-half on March 6, 2021, provided that the reporting person remains a director of Escalade as of such vesting date.

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.