

SIGMATRON INTERNATIONAL INC
 Form 4/A
 January 16, 2014

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 *
 Frauendorfer Linda K

2. Issuer Name and Ticker or Trading Symbol
 SIGMATRON INTERNATIONAL INC [SGMA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Financial Officer

(Last) (First) (Middle)
 C/O SIGMATRON INTERNATIONAL, INC., 2201 LANDMEIER ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/08/2014

ELK GROVE VILLAGE, IL 60007
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/10/2014

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	01/08/2014		M		1,653	A	\$ 3.6	2,053	D
Common Stock	01/08/2014		S		1,653	D	\$ 9.31	400	D
Common Stock	01/09/2014		M		1,200	A	\$ 3.6	1,600	D
Common Stock	01/09/2014		S		1,200	D	\$ 9.29	400	D
	01/09/2014		M		3,147	A	\$ 3.6	3,547	D

Common
Stock

Common Stock 01/09/2014 S 3,147 D \$ 9.25 400 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)

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
Stock Option (Right to Buy)	\$ 3.6	01/08/2014		M	1,653	01/08/2014 07/18/2022	Common Stock	1,653
Stock Option (Right to Buy)	\$ 3.6	01/09/2014		M	1,200	01/09/2014 07/18/2022	Common Stock	1,200
Stock Option (Right to Buy)	\$ 3.6	01/09/2014		M	3,147	01/09/2014 07/18/2022	Common Stock	3,147

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frauendorfer Linda K C/O SIGMATRON INTERNATIONAL, INC. 2201 LANDMEIER ROAD	X		Chief Financial Officer	

ELK GROVE VILLAGE, IL 60007

Signatures

/s/ Linda K.
Frauendorfer

01/16/2014

__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) This column needs to be blank.
- (2) 25,000 Stock Options were previously sold in a tender offer on or about 10/01/13 in a transaction exempted pursuant to Rule 16b-3.

Remarks:

The transaction data reported on the initial Form 4 filed on January 10, 2014, reporting transactions on January 8 and January 9, 2014, have been amended (a) to reflect proper Transaction Codes reflecting exercise of certain exempt stock options in Table I and II, and (b) to reflect correct amount of common shares beneficially owned following the reported transactions in Table I.

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.