

GOTTWALD THOMAS E
 Form 4
 February 25, 2019

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 *
GOTTWALD THOMAS E

2. Issuer Name and Ticker or Trading Symbol
NEWMARKET CORP [NEU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
330 SOUTH FOURTH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

RICHMOND, VA 23219

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 02/21/2019 | | S | 473 D | \$ 436.98 211,934 <u>(1)</u> | I | Shares held as co-trustee fbo (among others reporting Floyd D. Gottwald) |
| Common Stock | 02/21/2019 | | S | 1,070 D | \$ 438.3 210,864 <u>(2)</u> | I | Shares held as co-trustee fbo (among others reporting |

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| | | | | | | | | |
|--------------|------------|-----|-------|---|---------------------|------------|---|--|
| Common Stock | 02/21/2019 | S | 4,257 | D | \$ 439.28 (3) | 206,607 | I | Floyd D. Gottwald) Shares held as co-trustee fbo (among others reporting Floyd D. Gottwald) |
| Common Stock | 02/21/2019 | S | 200 | D | \$ 440.45 (4) | 206,407 | I | Shares held as co-trustee fbo (among others reporting Floyd D. Gottwald) |
| Common Stock | 02/22/2019 | S | 2,972 | D | \$ 435.24 (5) | 145,168 | D | |
| Common Stock | 02/22/2019 | S | 922 | D | \$ 436.06 (6) | 144,246 | D | |
| Common Stock | 02/22/2019 | S | 200 | D | \$ 437 | 144,046 | D | |
| Common Stock | 02/22/2019 | S | 100 | D | \$ 438 | 143,946 | D | |
| Common Stock | 02/22/2019 | S | 806 | D | \$ 441.3 (7) | 143,140 | D | |
| Common Stock | 02/22/2019 | G V | 3,000 | D | \$ 0 | 140,140 | D | |
| Common Stock | | | | | | 138,073 | I | By grantor retained annuity trust |
| Common Stock | | | | | | 33,968 (8) | I | NewMarket Savings Plan |
| Common Stock | | | | | | 4,670 | I | Shares held by wife |
| Common Stock | | | | | | 500 | I | Shares held by reporting person's son Mark Haywood Gottwald |
| | | | | | | 6,889 | I | |

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| | | | | | | | |
|--------------|--|--|--|-----|--|---|--|
| Common Stock | | | | | | | Shares held as co-trustee for fbo children dtd. 12/16/91 |
| Common Stock | | | | 978 | | I | Shares held as trustee for grandchild (trust 1) |
| Common Stock | | | | 530 | | I | Shares held as trustee for grandchild (trust 2) |
| Common Stock | | | | 394 | | I | Shares held as trustee for grandchild (trust 3) |
| Common Stock | | | | 220 | | I | Shares held as trustee for grandchild (trust 4) |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTTWALD THOMAS E 330 SOUTH FOURTH STREET RICHMOND, VA 23219 | X | | Chairman, President & CEO | |

Signatures

/s/ M. Rudolph West (By Power of Attorney for Thomas E. Gottwald) 02/25/2019

__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).
 - (1) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$436.88 to \$437.35, inclusive. The reporting person undertakes to provide to NewMarket Corporation, any security holder of NewMarket Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote as well as in footnotes 2 through 7.
 - (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$438.00 to \$438.85, inclusive.
 - (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$439.00 to \$439.80, inclusive.
 - (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$440.23 to \$440.68, inclusive.
 - (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$434.70 to \$435.35, inclusive.
 - (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$436.00 to \$436.36, inclusive.
 - (7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$441.30 to \$442.00, inclusive.
 - (8) The increase in shares is due to periodic purchases by the Plan Trustee pursuant to the Plan.

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.