

Thomson Michael M  
Form 4  
February 12, 2018

**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 \*  
Thomson Michael M

(Last) (First) (Middle)  
875 THIRD AVENUE, 16TH FLOOR  
(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UNISYS CORP [UIS]

3. Date of Earliest Transaction (Month/Day/Year)  
02/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP and Corporate Controller

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)  | Price   |  |                                   |
| Common Stock                    | 02/09/2018                           |  | M                              | 868   | A \$ 0  | 2,099  | D                                 |
| Common Stock                    | 02/09/2018                           |  | F                              | 297   | D \$ 9.9  | 1,802  | D                                 |
| Common Stock                    | 02/09/2018                           |  | M                              | 2,058   | A \$ 0  | 3,860  | D                                 |
| Common Stock                    | 02/09/2018                           |  | F                              | 705   | A \$ 9.9  | 3,155  | D                                 |
| Common Stock                    | 02/09/2018                           |  | M                              | 1,572   | A \$ 0  | 4,727  | D                                 |

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|              |            |   |         |   |        |         |   |              |
|--------------|------------|---|---------|---|--------|---------|---|--------------|
| Common Stock | 02/09/2018 | F | 538     | D | \$ 9.9 | 4,189   | D |              |
| Common Stock | 02/09/2018 | M | 1,000   | A | \$ 0   | 5,189   | D |              |
| Common Stock | 02/09/2018 | F | 321     | A | \$ 9.9 | 4,868   | D |              |
| Common Stock | 02/09/2018 | M | 152.348 | A | \$ 0   | 152.348 | I | By USP Trust |

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 or Value of Underlying Securities (Instr. 3 and 4) |                 |              |                            |    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|-----------------|--------------|----------------------------|----|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable  | Expiration Date | Title        | Amount or Number of Shares |    |
| Restricted Stock Units                     | (1)  | 02/09/2018                           |  | M                              |   | 1,000  |   | (2)   | (2)             | Common Stock | 868                        | \$ |
| Restricted Stock Units                     | (3)  | 02/09/2018                           |  | M                              |   | 1,572  |   | (4)   | (4)             | Common Stock | 2,058                      | \$ |
| Restricted Stock Units                     | (5)  | 02/09/2018                           |  | M                              |   | 1,572  |   | (6)   | (6)             | Common Stock | 1,572                      | \$ |
| Restricted Stock Units                     | (5)  | 02/09/2018                           |  | M                              |   | 1,000  |   | (7)   | (7)             | Common Stock | 1,000                      | \$ |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Thomson Michael M  
875 THIRD AVENUE  
16TH FLOOR  
NEW YORK, NY 10022

VP and Corporate Controller

## Signatures

John Armbruster, attorney  
in fact

02/09/2018

\_\_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) Each restricted stock unit represents a contingent right to receive 0.868 shares of Unisys Corporation common stock.  
Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2015, 2016, and 2017, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019, respectively (or if such date does not fall on a trading day, the immediately preceding trading day). This report only relates to the PB-RSUS the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.
  - (3) Each restricted stock unit represents a contingent right to receive 1.309 shares of Unisys Corporation common stock.
  - (4) Time-based restricted stock units granted under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The restricted stock units will vest in three equal annual installments beginning February 9, 2018.
  - (5) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
  - (6) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.  
Performance-based restricted stock granted on February 9, 2017 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUS are earned one-third annually over a three-year period to the extent that the Unisys Corporation achieves a performance goal related to operating profit for that year in each of 2017, 2018 and 2019, respectively. This report only relates to the PB-RSUS the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.
  - (7)

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