

Fetherman David L.
Form 4
February 27, 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 *
Fetherman David L.

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)
817 MAXWELL AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

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

(Street)
EVANSVILLE, IN 47711

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 02/26/2019 | | M | 2,267 A | 112,562 | D | |
| Common Stock | 02/27/2019 | | M | 2,300 A | 114,862 | D | |

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

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) (2) | 02/26/2019 | | M | 2,267 | (3) (3) | Common Stock | 2,267 |
| Restricted Stock Units | (1) (2) | 02/27/2019 | | M | 2,300 | (4) (4) | Common Stock | 2,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fetherman David L. 817 MAXWELL AVENUE EVANSVILLE, IN 47711 | X | | CEO & President | |

Signatures

/s/David L. Fetherman
02/27/2019

**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) 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 2007 Incentive Plan ("Escalade 2007 Plan").

On February 26, 2016, Mr. Fetherman was granted 6,800 RSUs pursuant to the Escalade 2007 Plan. 2,266 RSUs vested and settled on June 26, 2018, as previously reported. On February 26, 2019, 2,267 RSUs vested and settled, as reported on this Form 4. The remaining (3) 2,267 RSUs will vest and settle on February 26, 2020 provided that Mr. Fetherman remains employed by Escalade. Vesting for all 6,800 RSUs was also subject to ESCA common stock achieving certain market performance tests established by Escalade's Compensation Committee, which tests have been satisfied. All RSUs were settled in shares of ESCA common stock.

(4)

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On February 27, 2015, Mr. Fetherman was granted 6,900 RSUs pursuant to the Escalade 2007 Plan. 2,300 RSUs vested and settled on February 27, 2017 and another 2,300 RSUs vested and settled on February 27, 2018, as previously reported. The remaining 2,300 RSUs vested and settled on February 27, 2019 as reported in this Form 4. Vesting for all 6,900 RSUs was subject to ESCA common stock achieving certain market performance tests established by Escalade's Compensation Committee, which tests have been satisfied. All RSUs were settled in shares of ESCA common stock.

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.