

NEWPARK RESOURCES INC  
Form 4  
August 12, 2016

**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 \*  
**AIROLA MARK J**

2. Issuer Name and Ticker or Trading Symbol  
**NEWPARK RESOURCES INC [NR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**9320 LAKESIDE BOULEVARD, SUITE 100**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**08/10/2016**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr Vice Pres, General Counsel**

**THE WOODLANDS, TX 77381**

(City) (State) (Zip)

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

**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	08/10/2016		M		8,906 (1) \$ 0	D	
Common Stock	08/10/2016		F		2,435 (2) \$ 6.72	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	\$ 0	08/10/2016		M	19,392 (3)	08/10/2016	(3)	Common Stock	19,392

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AIROLA MARK J 9320 LAKESIDE BOULEVARD SUITE 100 THE WOODLANDS, TX 77381			Sr Vice Pres, General Counsel	

## Signatures

By: Jennifer Wilson For: Mark J Airola  
Date: 08/12/2016

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) Represents shares acquired upon the partial vesting of a performance stock unit previously granted to the Reporting Person. Vesting of the award was contingent upon Company's achievement of certain levels of total shareholder return (TSR) relative to a pre-determined industry peer group.
- (2) Represents shares withheld to satisfy tax withholding obligations upon the vesting of performance shares.
- (3) Represents performance restricted stock units awarded in 2013, the vesting of which was dependent on achievement of certain levels of total shareholder returns (TSR) relative to a peer group established by the Compensation Committee of the Board of Directors. The total represents the maximum number of shares that could have been earned under this award, however, the award criteria was only partially achieved. A portion of the award converted into common stock (see Table I of this Form 4 report) and the remaining shares under the award were forfeited by the Reporting Person.

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.