

MATERION Corp
Form 4
May 12, 2014

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 *
GRAMPA JOHN D

(Last) (First) (Middle)
6070 PARKLAND BLVD.
(Street)

MAYFIELD, OH 44124

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MATERION Corp [MTRN]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2014

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)
Sr. VP Finance and CFO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/08/2014 | | A | | 4,620 A \$ 0 | 28,564 | D |
| Common Stock | 05/08/2014 | | M | | 7,500 A \$ 17.68 | 36,064 | D |
| Common Stock | 05/08/2014 | | S | | 6,800 D \$ 32.98 (1) | 29,264 | D |
| Common Stock | 05/08/2014 | | S | | 700 D \$ 33.31 (2) | 28,564 | D |
| Common Stock | 05/09/2014 | | M | | 4,670 A \$ 17.68 | 33,234 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------------------|---------|---|---------------------|
| Common Stock | 05/09/2014 | S | 4,670 | D | \$ 33.0687 (3) | 28,564 | D | |
| Common Stock | | | | | | 9,286 | I | Held in trust |
| Common Stock | | | | | | 702.546 | I | Held in 401(k) Plan |

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Stock Appreciation Rights | \$ 33.29 | 05/08/2014 | | A | 12,060 | 05/08/2017 05/08/2021 | common stock |
| Employee Stock Option | \$ 17.68 | 05/08/2014 | | M | 7,500 | 02/08/2008 02/08/2015 | Common Stock |
| Employee Stock Option | \$ 17.58 | 05/09/2014 | | M | 4,670 | 02/08/2008 02/08/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| GRAMPA JOHN D 6070 PARKLAND BLVD. MAYFIELD, OH 44124 | Sr. VP Finance and CFO |

Signatures

Susan J. MacDonald / Atty
in fact

05/12/2014

__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) The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$32.28 - \$33.24, inclusive.
- (2) The price reported is a weighted-average price. These shares were sold in four transactions at prices ranging from \$33.28 - \$33.41, inclusive.
- (3) The price reported is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$32.65 - \$33.32, inclusive.

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.