

MASONITE INTERNATIONAL CORP
 Form 4
 October 04, 2013

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 *
 Erceg Mark J

2. Issuer Name and Ticker or Trading Symbol
 MASONITE INTERNATIONAL CORP [DOOR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive VP and CFO

(Last) (First) (Middle)
 C/O MASONITE INTERNATIONAL CORPORATION, 201 N. FRANKLIN ST, SUITE 300
 (Street)
 TAMPA, FL 33602
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 10/02/2013

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 Indirect Ownership (Instr. 4)
Common Shares	10/02/2013		M ⁽¹⁾	140,000 A	\$ 26.46 227,049 ⁽²⁾	D	
Common Shares	10/02/2013		D ⁽¹⁾	76,443 D	\$ 48.46 150,606 ⁽²⁾	D	
Common Shares	10/02/2013		M ⁽¹⁾	17,698 A	\$ 20.19 168,304 ⁽²⁾	D	
Common Shares	10/02/2013		D ⁽¹⁾	7,374 D	\$ 48.46 160,930 ⁽²⁾	D	

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Common Shares	10/03/2013	S ⁽³⁾	31,544	D	\$ 47.12 (4)	129,386 (2)	D
Common Shares	10/03/2013	S ⁽³⁾	1,916	D	\$ 48.14 (5)	127,470 (2)	D
Common Shares	10/04/2013	S ⁽³⁾	40,421	D	\$ 47	87,049 (2)	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Appreciation Right	\$ 26.46	10/02/2013		M ⁽¹⁾	140,000	(6)	06/01/2020	Common Shares	140,000
Stock Appreciation Right	\$ 20.19	10/02/2013		M ⁽¹⁾	17,698	(7)	07/05/2021	Common Shares	17,698

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Erceg Mark J C/O MASONITE INTERNATIONAL CORPORATION 201 N. FRANKLIN ST, SUITE 300 TAMPA, FL 33602			Executive VP and CFO	

Signatures

/s/ Robert E. Lewis, as
attorney-in-fact

10/04/2013

____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 exercise of Stock Appreciation Rights reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan
- (2) Includes Restricted Stock Units and vested Performance Restricted Stock Units
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$47.00 to \$47.79, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 above

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging from \$48.00 to \$48.55, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, 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 above

(6) This Stock Appreciation Right vested 20% on July 15, 2010, 30% on June 1, 2011, 30% on June 1, 2012, and 20% on June 1, 2013.

(7) This Stock Appreciation Right vested 50% on December 31, 2012, and will vest an additional 25% on December 31, 2013, and 25% on December 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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