

Lott Charles E
 Form 4
 August 27, 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 *
 Lott Charles E

2. Issuer Name and Ticker or Trading Symbol
 CAVCO INDUSTRIES INC.
 [CVCO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 3636 N. CENTRAL AVENUE, SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Fleetwood Homes

PHOENIX, AZ 85012

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	08/27/2018		M	V	750 \$ 79.26	A	4,505 D
Common Stock	08/27/2018		F ⁽¹⁾		473 \$ 242.8	D	4,032 D
Common Stock	08/27/2018		S		2,000 \$ 244.6	D	2,032 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)
Non-Qualified Stock Option (Right to Buy)	\$ 79.26	08/27/2018		M	750	<u>(2)</u> 07/22/2021	Common Stock 750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lott Charles E 3636 N. CENTRAL AVENUE SUITE 1200 PHOENIX, AZ 85012			President, Fleetwood Homes	

Signatures

/s/ James P. Glew, attorney-in-fact for Charles E. Lott 08/27/2018

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).

- Represents a "net exercise" of outstanding stock options. Mr. Lott received 277 shares of common stock on a net exercise of option to
- (1) purchase 750 shares of common stock. Mr. Lott forfeited 473 shares of common stock underlying the option in payment of the exercise price and required tax withholding, using the closing stock price on August 24, 2018 of \$242.80.
 - (2) This option vested in equal amounts on July 22, 2015, July 22, 2016, July 22, 2017, and July 22, 2018.

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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