

Nauman J Michael
Form 4
May 31, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Nauman J Michael

(Last) (First) (Middle)

6555 WEST GOOD HOPE RD.

(Street)

MILWAUKEE, WI 53223

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BRADY CORP [BRC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2018

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)
President & CEO

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 or Price | | | |
| Class A Common Stock | 05/29/2018 | | M | | 26,118 (1) | A | \$ 22.66 139,348 | D |
| Class A Common Stock | 05/29/2018 | | F | | 20,293 (1) | D | \$ 39.13 119,055 | D |
| Class A Common Stock | 05/29/2018 | | M | | 60,280 (2) | A | \$ 19.96 179,335 | D |
| Class A Common | 05/29/2018 | | F | | 44,630 (2) | D | \$ 39.13 134,705 | D |

Stock

| | | | | | | | | |
|----------------------------|------------|--|---|--------------|---|-------------|---------|---|
| Class A Common Stock | 05/29/2018 | | M | 7,144 (3) | A | \$ 35.14 | 141,849 | D |
|----------------------------|------------|--|---|--------------|---|-------------|---------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|--------------|---|-------------|-------------|---|
| Class A Common Stock | 05/29/2018 | | F | 6,758 (3) | D | \$ 39.13 | 135,091 (4) | D |
|----------------------------|------------|--|---|--------------|---|-------------|-------------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Net Exercise | \$ 22.66 | 05/29/2018 | | M | 26,118 | (5) 09/25/2024 | Class A Common Stock | 26,118 |
| Stock Option Net Exercise | \$ 19.96 | 05/29/2018 | | M | 60,280 | (5) 09/25/2025 | Class A Common Stock | 60,280 |
| Stock Option Net Exercise | \$ 35.14 | 05/29/2018 | | M | 7,144 | (5) 09/23/2026 | Class A Common Stock | 7,144 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nauman J Michael | X | | President & CEO | |

6555 WEST GOOD HOPE RD.
MILWAUKEE, WI 53223

Signatures

Heidi Knueppel,
Attorney-In-Fact

05/31/2018

__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).
- (1) Represents net exercise of stock option. 26,118 options were exercised, resulting in a net gain of 5,825 shares (10,991 gross shares less payroll tax withholding of 5,166 shares).
- (2) Represents net exercise of stock option. 60,280 options were exercised, resulting in a net gain of 15,650 shares (29,528 gross shares less payroll tax withholding of 13,878 shares).
- (3) Represents net exercise of stock option. 7,144 options were exercised, resulting in a net gain of 386 shares (728 gross shares less payroll tax withholding of 342 shares).
- (4) Subsequent to the transaction date, amount of securities beneficially owned by the reporting owner were reduced by 27,218 shares of Class A Common Stock pursuant to a domestic relations order.
- (5) Represents options exercisable one third each year for the three years subsequent to the grant date.

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.