SEC Form 4

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| BOVE KERRY M | MSA Safety Inc [ MSA ] | Director / 10% Owner / X Officer (give title below) / Other (specify below) |
| (Last)  (First)  (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/10/2016 | President |
| 1000 CRANBERRY WOODS DRIVE | | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| CRANBERRY WOODS TOWNSHIP   PA   16066 | | X  Form filed by One Reporting Person |
| (City)  (State)  (Zip) | | 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 Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, no par value | 03/10/2016 | | M | | 2,494 | A | $0[1] | 59,751 | D | |
| Common Stock, no par value | 03/10/2016 | | M | | 1,200 | A | $0[1] | 60,951 | D | |
| Common Stock, no par value | 03/10/2016 | | S | | 1,200 | D | $45.1683[2] | 59,751 | D | |
| Common Stock, no par value | 03/10/2016 | | F | | 2,257 | D | $44.52 | 57,494 | D | |
| Common Stock, no par value | 03/11/2016 | | M | | 3,531 | A | $0[1] | 61,025 | D | |
| Common Stock, no par value | 03/11/2016 | | S | | 3,531 | D | $45.0068[3] | 57,494 | D | |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Incentive Stock Option | [1] | 03/10/2016 | | M | | | 2,494 | 02/21/2010 | 02/21/2017 | Common Stock, no par value | 2,494 | $40.095 | 0.0000 | D | |
| Non-statutory Stock Option | [1] | 03/10/2016 | | M | | | 1,200 | 02/21/2010 | 02/21/2017 | Common Stock, no par value | 1,200 | $40.095 | 3,531 | D | |
| Non-statutory Stock Option | [1] | 03/11/2016 | | M | | | 3,531 | 02/21/2010 | 02/21/2017 | Common Stock, no par value | 3,531 | $40.095 | 0.0000 | D | |

**Explanation of Responses:**

1. Conversion price is $40.095.

2. Sale price on this transaction ranged from $45.00 to $45.38.

3. Sale price on this transaction ranged from $45.00 to $45.13.

Douglas K. McClaine, Attorney in Fact     03/14/2016

** Signature of Reporting Person     Date