

Dowling Michael J
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Dowling Michael J

2. Issuer Name and Ticker or Trading Symbol
FIRSTENERGY CORP [FE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
76 SOUTH MAIN ST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP, External Affairs

AKRON, OH 44308

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Stock	03/01/2019		M		10,995.669 (1)	A	(2) 68,488.818 (3)	D
Common Stock	03/01/2019		D		549.783 (4)	D	(4) 67,939.035 (3)	D
Common Stock	03/01/2019		D		10,445.886 (1)	D	\$ 57,493.149 (3) 40.73	D
Common Stock	03/01/2019		M		22,247.798 (5)	A	(2) 79,740.947 (3)	D
Common Stock	03/01/2019		D		1,112.39 (4)	D	(4) 78,628.557 (3)	D

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Common Stock	03/01/2019	F	8,629.408 (5)	D	\$ 40.73	69,999.149 (3)	D	
Common Stock						2,970.98 (6)	I	By Savings 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)			6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
					V	(A)	(D)		
RSUC16	(7)	03/01/2019		M		10,995.669	(1) (1)	Common Stock	
RSUS16	(7)	03/01/2019		M		22,247.798	(5) (5)	Common Stock	
Phantom 3/19D	(7)	03/01/2019		A	1,662.173		(8) (8)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowling Michael J 76 SOUTH MAIN ST AKRON, OH 44308			Sr VP, External Affairs	

Signatures

Daniel M. Dunlap,
attorney-in-fact
03/05/2019
Date

**Signature of Reporting Person

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).

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- (1) Represents the vesting of the RSUC16 award. The award vested on March 1, 2019. Amounts also include dividend reinvestment.
- (2) 1 for 1. The RSUS16 and RSUC16 awards were previously granted for \$0.00 under the FirstEnergy Corp. 2015 Incentive Compensation Plan.
- (3) Balance includes restricted stock and shares acquired through dividend reinvestment.
- (4) This transaction reflects the deferral of the RSUS16 and RSUC16 awards. As a result, the reporting person is reporting the disposition of shares of common stock in exchange for an equal number of shares of phantom stock described below.
- (5) Represents the vesting of the RSUS16 award. The award vested on March 1, 2019. The shares coded "F" were automatically withheld to cover tax obligations associated with the payout. Amounts also include dividend reinvestment.

FE's 401(k) Savings Plan includes a unitized fund invested in FE stock, in which the reporting person may invest, and includes dividend reinvestment and company match features. The number of shares reported as indirectly held in the 401(k) Plan in this row is an estimate of the number of shares of FE's common stock held in the unitized stock fund and allocated to the reporting person's account as of January 31, 2019.
- (6) 1 for 1
- (7) This holding reflects phantom stock payable in cash upon retirement or other termination of employment under the FirstEnergy Corp. Amended and Restated Executive Deferred Compensation Plan. Each share of phantom stock is the economic equivalent of one share of common stock.
- (8)

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.