

MASONITE INTERNATIONAL CORP

Form 4/A

December 15, 2016

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 *
Barrios Elias Eduardo

(Last) (First) (Middle)

C/O MASONITE
INTERNATIONAL
CORPORATION, 201 N.
FRANKLIN ST, SUITE 300

(Street)

TAMPA, FL 33602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MASONITE INTERNATIONAL
CORP [DOOR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/29/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/02/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 58.37	02/29/2016		A	4,052 (1)	(2) 02/28/2026	Common Shares 4,052

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Barrios Elias Eduardo C/O MASONITE INTERNATIONAL CORPORATION 201 N. FRANKLIN ST, SUITE 300 TAMPA, FL 33602	See Remarks

Signatures

/s/ Robert E. Lewis, as
attorney-in-fact 12/15/2016

__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).

- The original Form 4 reporting this award contained an error in the calculation of Stock Appreciation Rights awarded on February 29, 2016, which also affected the total owned directly following the reported award. This amendment is being filed to correct (i) the number of Stock Appreciation Rights awarded on February 29, 2016, and (ii) the total owned directly following the reported award.
- (1) 2016, which also affected the total owned directly following the reported award. This amendment is being filed to correct (i) the number of Stock Appreciation Rights awarded on February 29, 2016, and (ii) the total owned directly following the reported award.
- (2) The Stock Appreciation Right will vest 33% on February 28, 2017, 33% on February 28, 2018 and 34% on February 28, 2019.

Remarks:

Senior Vice President Global Operations and Supply Chain

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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