#### Edgar Filing: Lewey Robert W. - Form 4

Form 4											
FORN	ГЛ								OMB AF	PROVAL	
	UNITE	O STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Subject to Section 16. Form 4 or Form 5 obligations may continue Section 17(a) of the			F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Expires: January 31 2005 Estimated average burden hours per response 0.5		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Lewey Robert W.			2. Issuer Name <b>and</b> Ticker or Trading Symbol IES Holdings, Inc. [IESC]					5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 5433 WESTHEIMER, SUITE 500			3. Date of Earliest Transaction (Month/Day/Year) 12/07/2018					(Check all applicable) X Director 10% Owner X Officer (give title 0ther (specify below) Director & President			
				ndment, Da nth/Day/Year	-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Stock $(1)$	12/07/2018			А	74,701	А	\$0	160,011	D		
Common Stock (2)	12/07/2018			F	29,395	D	\$ 17.09	130,616	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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Lewey Robert W. 5433 WESTHEIMER, SUITE 500 HOUSTON, TX 77056	Х		Director & President					
Signatures								

/s/Gail D. Makode, Attorney-in-Fact

12/11/2018

Date

\*\*Signature of Reporting Person

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# 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).

On October 2, 2015, Mr. Lewey was granted an award of 140,000 Performance Units, pursuant to the IES Holdings, Inc. 2006 Equity Incentive Plan, as amended and restated (the "2006 Equity Incentive Plan"). Each Performance Unit represented a contractual right in respect of one share of the Issuer's common stock. The Performance Units were to become vested, if at all, upon the achievement of

- (1) certain specified financial performance objectives and the continued performance of services through the date that the Company filed its Annual Report on Form 10-K for its fiscal year ended September 30, 2018 (the "Annual Report"). On December 7, 2018, upon the filing of the Annual Report, the performance criteria were determined to have been partially met, resulting in vesting of 74,701 Performance Units under this award.
- (2) Represents shares withheld to satisfy withholding tax liability resulting from the vesting of Performance Units delivered pursuant to the 2006 Equity Incentive Plan.

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.