FEDERAL SIGNAL CORP /DE/

Form 4

January 04, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number: 3235-0287 Expires: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Addi Brady Matthey	*	ng Person *	2. Issuer Name and Ticker or Trading Symbol FEDERAL SIGNAL CORP /DE/ [FSS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 1415 W. 22ND 1100	(First) STREET,	(Middle) SUITE	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2016	Director 10% Owner Officer (give title Other (specify below) Sr. V.PSafety & Security Sys		
OAK BROOK	(Street) , IL 60523		4. If Amendment, Date Original Filed(Month/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) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock	12/31/2016		M	2,302	A	<u>(1)</u>	12,858	D	
Common Stock	12/31/2016		F	1,175	D	\$ 15.61	11,683 (2)	D	
Common Stock							14,968 (3)	I	Shares held in 401(k) plan

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)

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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	ative Expiration Date (s (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Rights	<u>(1)</u>	12/31/2016		M	2,302	<u>(1)</u>	12/31/2016	Common Stock	2,302

Reporting Owners

Director 10% Owner Officer Other

Brady Matthew B

1415 W. 22ND STREET Sr. V.P.-Safety SUITE 1100 & Security Sys OAK BROOK, IL 60523

Signatures

Daniel A. DuPre, attorney-in-fact for Matthew B.

Brady

01/04/2017

**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).
- Each performance right represented a contingent right to receive up to two shares of the Company's common stock based on a one year performance metric. The number of shares was dependent on the Company's earnings per share (EPS) and return on invested capital for the one year performance period.
- (2) Some shares are subject to restrictions and forfeiture under Company Stock Benefit Plan.
- (3) Units held in the Issuer 401(k) plan which are convertible into Issuer common stock were adjusted from 14,969 to 14,968 based on the Issuer price per share of \$15.61 on December 31, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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