

Lemmon David J
Form 4
June 08, 2018

FORM 4

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

OMB APPROVAL

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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 *
Lemmon David J

(Last) (First) (Middle)
ONE STRAWBERRY LANE
(Street)

ORRVILLE, OH 44667

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
J M SMUCKER Co [SJM]

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Canada, Intl, AFH

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D)	Price		
Common Shares	06/06/2018		M	A	2,189 <u>(1)</u> \$ 0 <u>(2)</u>	2,189	D
Common Shares	06/06/2018		F	D	1,172 <u>(3)</u> \$ 105.45	1,017	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. 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
Restricted Stock Units	\$ 0 ⁽²⁾	06/06/2018		M	2,189	06/06/2018	06/06/2018	Common Shares	2,189
Restricted Stock Units	\$ 0					06/12/2019	06/12/2019	Common Shares	1,303
Restricted Stock Units	\$ 0					06/08/2020	06/08/2020	Common Shares	2,380
Restricted Stock Units	\$ 0					06/15/2021	06/15/2021	Common Shares	1,666
Restricted Stock Units	\$ 0					09/01/2026	09/01/2026	Common Shares	1,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lemmon David J ONE STRAWBERRY LANE ORRVILLE, OH 44667			President, Canada, Intl, AFH	

Signatures

/s/ Jeannette L.
Knudsen, POA

06/08/2018

__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).

Restricted stock and restricted stock units granted pursuant to The J. M. Smucker Company 2010 Equity and Incentive Compensation Plan generally become unrestricted upon the fourth anniversary of the grant date. The Plan also provides that restricted stock and

- (1) restricted stock units will vest immediately when a participant reaches the age of 60 and the participant has at least 10 years of service with the Company, although 50% of any such restricted stock awards continue to be subject to a 4-year retention period even in the event of retirement.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) Smucker common shares withheld by the Company to satisfy tax liability upon the vesting of restricted stock or restricted stock units, pursuant to The J. M. Smucker Company 2010 Equity and Incentive Compensation Plan.

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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