

BENCHMARK ELECTRONICS INC
Form 4/A
August 29, 2013

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 *
DELLY GAYLA J

2. Issuer Name and Ticker or Trading Symbol
BENCHMARK ELECTRONICS INC [BHE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3000 TECHNOLOGY DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

ANGLETON, TX 77515

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/06/2012 | | A | | 2,484 (1) (2) | A | \$ 0 132,502 D |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 16.03 | 03/06/2012 | | A | 4,469 (1) | (3) 03/06/2022 | Common Stock | 4,469 (1) |
| Restricted Stock Units | \$ 0 | 03/06/2012 | | A | 2,484 (1) (4) | (4) (4) | Common Stock | 2,484 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DELLY GAYLA J 3000 TECHNOLOGY DRIVE ANGLETON, TX 77515 | X | | President & CEO | |

Signatures

Gayla J. Delly 08/29/2013
 **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).

- (1) As previously reported on a Form 4 filed on March 8, 2012, the reporting person reported acquiring 27,734 restricted shares, 27,734 performance based restricted stock units (PRSUs) and stock options to purchase 49,899 shares of common stock, in each case, pursuant to the Company's 2010 Omnibus Incentive Compensation Plan. However, the Company subsequently determined that the attempted grant of 25,250 restricted shares, 25,250 PRSUs and stock options to purchase 45,430 shares of common stock on March 6, 2012 were ineffective because the attempted grants exceeded the limit on the maximum aggregate number of shares of common stock with respect to which awards may be granted to any individual in any fiscal year. Accordingly, the excess restricted shares, PRSUs and stock options were never granted to the reporting person. The reporting person is filing this amendment to report the correct number of restricted shares, PRSUs and stock options acquired.
- (2) Grant of restricted shares vesting as to 621 shares on March 6, 2013, 2014, 2015 and 2016.
- (3) The options are exercisable as to 1,117 shares on March 6, 2013, 2014 and 2015 and 1,118 shares on March 6, 2016.
- (4) This reflects the target number of performance based restricted stock units awarded. Actual awards may vary from as low as zero to as high as three times target numbers. As soon as reasonably practicable following the end of the Performance Period (beginning on January

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1, 2012 and ending on December 31, 2015) and in no event later than March 15, 2016, the number of restricted stock units that will ultimately be earned will be determined and issued.

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.