

Dowd Joseph P
Form 4
May 24, 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 *
Dowd Joseph P

(Last) (First) (Middle)
436 SEVENTH AVENUE
(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Koppers Holdings Inc. [KOP]

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2018

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)
Global VP, SHE & Process Excel

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 05/22/2018 | | M | V | 5,261 | A | \$ 17.57 | 23,257.8633 (1) | D |
| Common Stock | 05/22/2018 | | S | | 5,261 | D | \$ 40.65 (2) | 17,996.8633 | D |
| Common Stock | 05/23/2018 | | M | | 404 | A | \$ 17.57 | 18,400.8633 | D |
| Common Stock | 05/23/2018 | | S | | 404 | D | \$ 40.5 | 17,996.8633 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (Rights to Buy) | \$ 17.57 | 05/22/2018 | | M | 5,261 | 03/03/2016 ⁽³⁾ 03/03/2025 | Common Stock | 5,261 |
| Employee Stock Options (Rights to Buy) | \$ 17.57 | 05/23/2018 | | M | 404 | 03/03/2016 ⁽³⁾ 03/03/2025 | Common Stock | 404 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dowd Joseph P 436 SEVENTH AVENUE PITTSBURGH, PA 15219 | | | Global VP, SHE & Process Excel | |

Signatures

/s/Steven R. Lacy,
Attorney-in-Fact

05/24/2018

**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).
- (1) Includes 188 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase Plan ("ESPP") on March 29, 2018. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.50
- (2) to \$41.00, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.
- (3) These options vest in annual installments of 25 percent over four years.

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