

Carpenter Tod E.
Form 4
September 18, 2018

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carpenter Tod E.

(Last) (First) (Middle)

1400 WEST 94TH STREET

(Street)

BLOOMINGTON, MN 55431-2303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DONALDSON CO INC [DCI]

3. Date of Earliest Transaction
(Month/Day/Year)
09/17/2018

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)

Chairman, President and CEO

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)
Common Stock				(A) or (D)			By Benefit Plan Trust
Common Stock					7,509	I	
Common Stock					9,234	I	By Benefit Plan Trust
Common Stock	09/17/2018		M	17,600 A	\$ 17.28	90,276	D
Common Stock	09/17/2018		F	8,960 D	\$ 59.04	81,316	D
	09/17/2018		M	18,000 A	\$ 21.2	99,316	D

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Common
Stock

Common Stock	09/17/2018	F	11,065	D	\$ 59.04	88,251	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 17.28	09/17/2018		M	17,600	<u>(1)</u> 12/09/2018	Common Stock	17
Employee Stock Option (right to buy)	\$ 59.04	09/17/2018		A	8,960	09/17/2018 12/09/2018	Common Stock	8
Employee Stock Option (right to buy)	\$ 21.2	09/17/2018		M	18,000	<u>(2)</u> 12/11/2019	Common Stock	18
Employee Stock Option (right to buy)	\$ 59.04	09/17/2018		A	11,065	09/17/2018 12/11/2019	Common Stock	11

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
Carpenter Tod E. 1400 WEST 94TH STREET BLOOMINGTON, MN 55431-2303	X		Chairman, President and CEO	

Signatures

Amy C. Becker, Attorney-in-fact for Tod E. Carpenter	09/18/2018
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__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) The option vests in three equal annual installments beginning on December 9, 2008.
- (2) The option vests in three equal annual installments beginning on December 11, 2009.

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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