

SL INDUSTRIES INC

Form 4

March 14, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Belardi Louis J

(Last) (First) (Middle)

520 FELLOWSHIP ROAD, SUITE
A114

(Street)

MT. LAUREL, NJ 08054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SL INDUSTRIES INC [SLI]

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

03/10/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CFO, Secretary and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2016		M		1,998	A	<u>(1)</u> <u>(2)</u> 1,998

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
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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
Restricted Stock Units	(1) (2)	03/10/2016		M	1,998	(3) (4)	Common Stock	1,998
Restricted Stock Units	(1)	03/10/2016		A	2,273	(4) (4)	Common Stock	2,273

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Belardi Louis J 520 FELLOWSHIP ROAD SUITE A114 MT. LAUREL, NJ 08054	CFO, Secretary and Treasurer

Signatures

/s/ Louis Belardi 03/14/2016

__Signature of Date
Reporting Person

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) Each restricted stock unit represents a right to receive, at settlement, one share of SLI common stock.

(2) This transaction represents the settlement of restricted stock units in shares of common stock upon the satisfaction of specified performance targets.

(3) On March 5, 2013, the reporting person was granted 3,944 restricted stock units. As to this grant, a portion of the restricted stock units vested upon the satisfaction of specified performance targets determined prior to March 15, 2016, based upon the audited financial statements for 2013 through 2015, and the unvested portion of the restricted stock units were forfeited.

(4) The restricted stock units, or a portion thereof, vest upon the satisfaction of specified performance targets, to be determined by March 15, 2019, based upon the audited financial statements for 2016 through 2018, subject to the conditions and requirements in the restricted stock unit grant letter.

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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