SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Add	1 0	Person [*]	2. Issuer Name and Ticker or Trading Symbol <u>EnerSys</u> [ENS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	<u> </u>				Director Officer (give title	10% Owner Other (specify		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 05/12/2014	X	below)	below)		
2366 BERNVILLE ROAD			05/12/2014		Chairman, President & CEO			
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fili	ng (Check Applicable		
READING	PA	19605		X	Form filed by One Re	porting Person		
(City)	(State)	(Zip)			Form filed by More th Person	an One Reporting		
		Table I - Non-Deriv	ative Securities Acquired, Disposed of, or Benefi	cially	Owned			

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(mour 4)
Common Stock ⁽¹⁾	05/12/2014 ⁽²⁾		Α		41,270	Α	\$ <mark>0</mark>	314,150.6378	D	

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)	Code (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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$69.85	05/12/2014 ⁽²⁾		Α		32,421		(3)	05/12/2024	Common Stock	32,421	\$0	34,421	D	

Explanation of Responses:

1. These shares were granted as market share units that vest one-hundred percent on May 12, 2017, subject to acceleration or forfeiture in certain specified circumstances. Each market share unit converts into a In the data of shares of common stock determined by applying a payout factor to the target number of shares vesting on the third anniversary of the date of grant and the ratio referenced in the following sentence. The payout factor is determined by reference to a ratio of (x) (i) the 90-day average closing price on the vesting date plus an amount equal to reinvested cash dividends during the period between the date of grant and the vesting date, less (ii) the 90-day average closing price on the date of grant, divided by (y) the 90-day average closing price on the date of grant. These shares represent the market share units granted, assuming a payout factor of 100%. The maximum payout factor is 200%.

2. This grant was made after markets had closed.

3. The options vest in three equal annual installments beginning on May 12, 2015, subject to acceleration or forfeiture in certain specified circumstances.

<u>Karen J. Yodis, by Power of</u>	05/1
Attorney	05/1
** Signature of Reporting Person	Date

)5/15/2014

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.