TOMCZYK JAMES E

Form 4

March 01, 2019

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

Common

Common

Common

Common

Stock

Stock

Stock

Stock

02/27/2019

02/28/2019

02/28/2019

(Print or Type Responses)

1. Name and Address of Reporting Person * TOMCZYK JAMES E			Symbol	r Name and Ticker or Trading ICAL FINANCIAL CORP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(Last) 333 W. FOR 1800	(First) (M	(Month/D	f Earliest Transaction Day/Year) 2019	Director 10% Owner Officer (give titleX Other (specify below) Officer of Principal Bus. Unit			
				endment, Date Original nth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	Zip) Tabl	le I - Non-Derivative Securities Ac	equired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pric 234.19	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
	Stock	02/27/2019		M $\frac{234.19}{(1)}$ A \$0	24,128.19 D			

80.19

3,224

955 (4)

(2)

(3)

D

A

46.48

\$0

45.83

24,048

27,272

26,317

8,696

D

D

D

I (5)

F

M

F

By wife

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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.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number out 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Service-Based Units	(1)	02/27/2019		M	229	<u>(1)</u>	<u>(1)</u>	Common Stock	229
Restricted Stock Performance Units	(3)	02/28/2019		M	3,582	(3)	(3)	Common Stock	3,224

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TOMCZYK JAMES E 333 W. FORT STREET, SUITE 1800 DETROIT, MI 48226

Officer of Principal Bus. Unit

Signatures

/s/ Kimberly K Martin, His Attorney-in-Fact 03/01/2019

**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)

Reporting Owners 2

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Restricted stock service-based units converted into shares of common stock at the end of the first year of a 5-year vesting period. Dividend equivalents accrued on the restricted stock service-based units.

- (2) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock service-based units.
 - Restricted stock performance units converted into shares of common stock upon the attainment by the Company of certain financial performance criteria upon completion of the year ended December 31, 2018 and the reporting person's satisfaction of the service
- requirement as of February 28, 2019. Each restricted stock performance unit was converted to 0.9 share of common stock, as performance targets were achieved at below the targeted level.
- (4) Shares withheld to satisfy applicable withholding taxes in connection with conversion of restricted stock performance units.
 - The reporting person disclaims any beneficial ownership of all shares owned by his wife. The filing of this statement shall not be
- (5) construed as an admission that the reporting person is, for purposes of Section 16 of the Exchange Act of 1934 or for any other purpose, the beneficial owner of the securities owned by his wife.

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.