**Knowles Corp** Form 4 March 11, 2014

## FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Giesecke Daniel J.			2. Issuer Name <b>and</b> Ticker or Trading Symbol Knowles Corp [KN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	(First) (Middle) WLES ATION, 1151 YOOD DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 03/07/2014	Director 10% Owner X Officer (give title Other (specify below) Senior VP & COO			
(Street)  ITASCA, IL 60143			4. If Amendment, Date Original Filed(Month/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)	Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owner				

Table I	Man Danizati	o Committee Ac	a becaused beginner	f on Donoficially Owned

(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or 1						f, or Beneficial	or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any		Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial		
(msu: 3)		(Month/Day/Year)	(Instr. 8)			Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/07/2014		A	18,862	A	\$0	18,862	D		
Common Stock							147	I	By 401(k) Plan	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# 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 or 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Option (right to buy)	\$ 29.53	03/07/2014		A	44,444	<u>(1)</u>	03/05/2021	Common Stock	44,4
Stock Option (right to buy)	\$ 29.53	03/07/2014		A	16,000	(2)	03/05/2021	Common Stock	16,0
Stock Appreciation Right	\$ 22.17	03/07/2014		A	7,219	03/07/2014	02/10/2021	Common Stock	7,2
Stock Appreciation Right	\$ 21.77	03/07/2014		A	16,541	02/09/2015	02/09/2022	Common Stock	16,5
Stock Appreciation Right	\$ 23.92	03/07/2014		A	15,051	02/15/2016	02/14/2023	Common Stock	15,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Giesecke Daniel J.

C/O KNOWLES CORPORATION 1151 MAPLEWOOD DRIVE ITASCA, IL 60143

Senior VP & COO

## **Signatures**

/s/ Joseph W. Schmidt, as attorney-in-fact

03/11/2014

\*\*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) These options vest in equal parts on the third and fourth anniversaries of March 7, 2014.

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(2) These options vest in equal parts on March 9, 2015, March 7, 2016 and March 7, 2017.

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.