

SL INDUSTRIES INC
Form 4
March 14, 2016

FORM 4

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

OMB APPROVAL

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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

(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 below) ___ Other (specify 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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	Price
Common Stock	03/10/2016		M		1,998	A	<u>(1)</u> <u>(2)</u>
					1,998		D

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

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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)	Amount or Number of Shares
Restricted Stock Units	(1) (2)	03/10/2016		M	1,998	(3) (3)	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.
 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.
- (3) 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.
- (4) 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. 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.