GLOBAL BRASS & COPPER HOLDINGS, INC.

Form 4 May 31, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **TOLER WILLIAM G** Issuer Symbol **GLOBAL BRASS & COPPER** (Check all applicable) HOLDINGS, INC. [BRSS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner Other (specify _X__ Officer (give title _ (Month/Day/Year) below) 475 N. MARTINGALE 05/26/2016 President - GBC Metals, LLC ROAD, SUITE 1050 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SCHAUMBURG, IL 60173

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	(A) or	d of (D) 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)
Common Stock, par value \$0.01 per share (1)	05/26/2016		Code V A	Amount 5,009	(D)	Price	32,892	D	
Common Stock, par value \$0.01 per share (2)	05/29/2016		F	599	D	\$ 26.66	32,293	D	

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

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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)

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day,	ate	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
Stock Option (right to buy) (3)	\$ 26.97	05/26/2016		A	13,415	<u>(4)</u>	05/26/2026	Common Stock par value, \$0.01 per share	13,415

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TOLER WILLIAM G 475 N. MARTINGALE ROAD SUITE 1050 SCHAUMBURG, IL 60173

President - GBC Metals, LLC

Signatures

/s/ Scott B. Hamilton, Attorney-in-Fact 05/31/2016

**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).
- The Common Stock is restricted as of the date of grant. The shares will vest and become unrestricted in three equal installments over three years. The first third of the shares will vest on February 11, 2017, the second third on February 11, 2018 and the last third on February 11, 2019.
- (2) Shares withheld by the Issuer to satisfy the minimum tax withholding requirements upon vesting of certain restricted stock granted on May 29, 2013.

(3)

Reporting Owners 2

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None of the options are vested or exercisable on the date of grant. The options will vest in three equal installments over three years. The first third of the options vest and become exercisable on February 11, 2017, the second third on February 11, 2018 and the last third on February 11, 2019.

(4) The options are exercisable immediately upon vesting. See footnote (1).

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.