

ARZBAECHER ROBERT C

Form 4

March 28, 2013

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARZBAECHER ROBERT C

(Last) (First) (Middle)

N86 W12500 WESTBROOK
CROSSING

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACTUANT CORP [ATU]

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	03/26/2013		S	60,000	D 30.76 (1)	60,000	I By Family Limited Partnerships
Class A Common Stock					479,382 (2)	D	
Class A Common Stock					36,546 (3)	I	By 401(k)
Class A Common					11,900	I	By IRA

Stock

Class A

Common

Stock

2,200

I

By Family ⁽⁴⁾

Class A

Common

Stock

2,400

I

By Spouse

Class A

Common

Stock

33,817 ⁽⁵⁾

I

By Deferred
Compensation

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

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(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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ARZBAECHER ROBERT C N86 W12500 WESTBROOK CROSSING MENOMONEE FALLS, WI 53051	X President and CEO

Signatures

/s/ Eric Orsic, as
Attorney-in-Fact 03/28/2013

__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) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$30.61 to \$30.86 inclusive. The reporting person undertakes to provide Actuant Corporation, any securityholder of Actuant Corporation, or the Staff of the Securities and Exchange Commission, upon request, separate prices within the range set forth in footnote (1) to this Form 4.
 - (2) Adjusted to reflect a change in the form of beneficial ownership from direct to indirect pursuant to Rule 16a-13 with respect to 19,450 shares.
 - (3) Represents the best estimate of the number of share equivalents held by the reporting person in the unitized stock fund of the Actuant 401(k) Plan. The unitized stock fund consists of stock of Actuant and cash and other short term investments. The number of Actuant share equivalents fluctuates depending on the ratio of the number of shares of stock of Actuant in the fund to other investments.
 - (4) Owned by daughters.
 - (5) Best estimate of shares held pursuant to the Actuant Corporation Deferred Compensation Plan, including the 19,450 shares referenced in Footnote (2) of this Form 4.

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

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