

AMERICAN GREETINGS CORP

Form 4

August 13, 2013

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 *
 McGrath Brian T

2. Issuer Name **and** Ticker or Trading
 Symbol
 AMERICAN GREETINGS CORP
 [AM]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 ONE AMERICAN ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/09/2013

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)
 Senior Vice President

CLEVELAND, OH 44144

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 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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Shares	08/09/2013		D		25,308 (1)	\$ 19 0 (2)	D

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

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 information contained in this form are not
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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)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 22.65	08/09/2013		D	10,000 (3)	05/15/2008	05/15/2016	Class A Common Shares	10,000
Stock Option	\$ 24.73	08/09/2013		D	10,000 (3)	05/16/2007	05/16/2015	Class A Common Shares	10,000
Stock Option	\$ 22.95	08/09/2013		D	32,000 (3)	10/02/2008	10/02/2016	Class A Common Shares	32,000
Stock Option	\$ 25.57	08/09/2013		D	22,000 (3)	05/02/2009	05/02/2017	Class A Common Shares	22,000
Stock Option	\$ 24.69	08/09/2013		D	11,000 (3)	05/03/2012	05/03/2020	Class A Common Shares	11,000
Stock Option	\$ 25.48	08/09/2013		D	3,000 (3)	03/31/2007	03/31/2015	Class A Common Shares	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McGrath Brian T ONE AMERICAN ROAD CLEVELAND, OH 44144	Senior Vice President

Signatures

Christopher W. Haffke, Power of Attorney for Brian T.
McGrath

08/13/2013

____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) Disposed of pursuant to merger agreement among issuer, Century Intermediate Holding Company and Century Merger Corp. (the "Merger Agreement") in exchange for a cash payment of \$19.00 per share.

Excludes any shares underlying restricted stock units or performance share units. These units remain outstanding and subject to existing vesting and other terms, but now represent the right to be settled in cash rather than shares in accordance with the terms of the Merger Agreement.
- (2)
- (3) These options were cancelled pursuant to the Merger Agreement for a cash payment to be calculated based on the application of the Black-Scholes valuation applying certain assumptions as set forth in the Merger Agreement.

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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