GOODWIN ROBERT ALLEN II
Form 4
April 03, 2018

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODWIN ROBERT ALLEN II

(Last) (First) (Middle)

3451 PLANO PKWY

(Street)

LEWISVILLE, TX 75056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ORTHOFIX INTERNATIONAL N V [OFIX]

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2018

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)
President Biologics

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/02/2018		A		2,198 (1)	A	$ 0	22,257	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)

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 (right to buy)	$ 56.87	04/02/2018		A		7,803		(2)	04/02/2028	Common Stock	7,803
Performance Share Units	$ 0	04/02/2018		A		4,396		(3)	04/02/2021	Common Stock	4,396

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODWIN ROBERT ALLEN II 3451 PLANO PKWY LEWISVILLE, TX 75056			President Biologics	

Signatures

/s/ Kimberley A. Elting, Chief Legal and Administrative Officer, by power of attorney	04/03/2018
**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) Represents time-based vesting restricted stock that vests in 25% increments on the first, second, third and fourth anniversaries of the grant date, April 2, 2018.

(2) These stock options vest in 25% increments on the first, second, third and fourth anniversaries of the grant date, April 2, 2018.

(3) Represents market-based vesting performance stock units ("PSUs") that will settle as common stock on a one-for-one basis. The performance period of the grant is defined as April 2, 2018 to April 2, 2021. The PSUs will vest based on the percentile rank of the Company's total shareholder return ("TSR") over the performance period in relation to the TSR of the specified index companies. The index companies are based upon the companies included within the S&P Healthcare Select Sector index as of April 2, 2018, the grant date. In the event that the Company's TSR ranks at the 75th percentile or greater for the performance period, 200% of the PSUs will vest. In the event that the Company's TSR ranks between the 50th percentile and the 75th percentile, 100-200% of the PSUs will vest and 50-100% of the PSUs will vest if the Company's TSR ranks between the 25th percentile and 50th percentile. No PSUs will vest if the Company ranks below the 25th percentile.

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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