Knowles Corp Form 4 March 11, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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)

1. Name and Ad Anderson Joh	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Acad) (Circa) (ACADIA)			Knowles Corp [KN]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner		
C/O KNOWLES CORPORATION, 1151			03/07/2014	_X_ Officer (give title Other (specify below) Senior VP & CFO		
MAPLEWOO	DD DRIVE			Schiol VF & CFO		
(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 Person		
ITASCA, IL 60143						

Table I - Non-Derivative Securities Acc	quired, Disposed of	or Beneficially Owned

(City)	(State) (A	Table	I - Non-Do	erivative So	ecurities	s Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securiti n(A) or Dis	•		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)			Owned Indirect (I) Following (Instr. 4) Reported	Ownership (Instr. 4)			
			Code V	Amount	(A) or (D) F	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/07/2014		A	24,906	A \$	\$ 0	24,906	D	
Common Stock							93 (1)	I	By 401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Option (right to buy)	\$ 29.53	03/07/2014		A	33,333	<u>(2)</u>	03/05/2021	Common Stock	33,3
Stock Option (right to buy)	\$ 29.53	03/07/2014		A	37,333	<u>(3)</u>	03/05/2021	Common Stock	37,3
Stock Appreciation Right	\$ 21.77	03/07/2014		A	33,086	02/09/2015	02/09/2022	Common Stock	33,0
Stock Appreciation Right	\$ 23.92	03/07/2014		A	30,099	02/15/2016	02/14/2023	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Anderson John S.

C/O KNOWLES CORPORATION 1151 MAPLEWOOD DRIVE ITASCA, IL 60143

Senior VP & CFO

Signatures

/s/ Joseph W. Schmidt, as attorney-in-fact

03/11/2014

**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) These shares were received on February 28, 2014 in a distribution exempt from reporting.
- (2) These options vest in equal parts on the third and fourth anniversaries of March 7, 2014.
- (3) These options vest in equal parts on March 9, 2015, March 7, 2016 and March 7, 2017.

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

Reporting Owners 2

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