

MASONITE INTERNATIONAL CORP
 Form 4
 November 14, 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 *
 Virostek Christopher A

2. Issuer Name and Ticker or Trading Symbol
 MASONITE INTERNATIONAL CORP [DOOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

C/O MASONITE INTERNATIONAL CORPORATION, 201 N. FRANKLIN ST, SUITE 300

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TAMPA, FL 33602

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	11/12/2013		M		14,889	A	\$ 25.23
Common Shares	11/12/2013		M		5,424	A	\$ 20.19
Common Shares	11/12/2013		M		5,136	A	\$ 19.06
Common Shares	11/12/2013		F		15,298	D	\$ 48.79
					(1)		

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Appreciation Right	\$ 25.23	11/12/2013		M	14,889	⁽²⁾ 06/14/2020	Common Shares 14,889
Stock Appreciation Right	\$ 20.19	11/12/2013		M	5,424	⁽³⁾ 07/05/2021	Common Shares 5,424
Stock Appreciation Right	\$ 19.06	11/12/2013		M	5,136	⁽⁴⁾ 12/12/2019	Common Shares 5,136

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Virostek Christopher A
C/O MASONITE INTERNATIONAL CORPORATION
201 N. FRANKLIN ST, SUITE 300
TAMPA, FL 33602

See Remarks

Signatures

/s/ Robert E. Lewis, as
attorney-in-fact

11/14/2013

__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).

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- (1) Shares withheld by the Issuer to cover the exercise price and tax withholding obligations arising from the exercise of Stock Appreciation Rights reported on this form.
- (2) This Stock Appreciation Right vested 30% on June 14, 2011, 30% on June 14, 2012, 20% on June 14, 2013, and will vest an additional 20% on June 14, 2014.
- (3) This Stock Appreciation Right vested 50% on December 31, 2012, and will vest an additional 25% on December 31, 2013, and 25% on December 31, 2014.
- (4) This Stock Appreciation Right vested 53% on April 1, 2011 and 47% on April 1, 2012, based on the achievement of performance criteria.

Remarks:

Senior Vice President, Strategy Implementation and Corporate Development

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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