

ATRION CORP  
Form 4  
January 03, 2014

**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**

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STUPP JOHN P JR

(Last) (First) (Middle)

120 SOUTH CENTRAL AVE STE  
1650

(Street)

ST LOUIS, MO 63105

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ATRION CORP [ATRI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2014

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)

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)
			Code	V Amount (D) Price			

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						(Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Units <u>(1)</u>	<u>(1)</u>	01/02/2014	A		3.96		<u>(3)</u>	<u>(4)</u>	Common Shares	3.96	<u>(1)</u>
Stock Units	<u>(2)</u>	01/02/2014	A		24.3		<u>(2)</u>	<u>(4)</u>	Common Shares	24.3	\$ 296.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUPP JOHN P JR 120 SOUTH CENTRAL AVE STE 1650 ST LOUIS, MO 63105	X			

## Signatures

s/Jeffery Strickland,  
Attorney-in-Fact

\*\*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) Dividend Equivalents credited as Stock Units under the Atrion Corporation Deferred Compensation Plan for Non-Employee Directors, as amended and restated (the "Deferred Compensation Plan").
- In accordance with the Deferred Compensation Plan, the reported Stock Units were credited to the reporting persons Stock Unit Account in connection with the reporting persons election to defer a portion of the reporting persons compensation as a member of the Board of Directors. These Stock Units vest 25% on January 2, 2014, 25% on April 1, 2014, 25% on July 1, 2014 and 25% on October 1, 2014, provided the reporting person is serving on such date as a member of the Board of Directors. In January of the year following the year in which service as a director ceases for any reason, vested Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (3) In January of the year following the year in which service as a director ceases for any reason, these Stock Units will convert to shares of common stock, without further consideration, on a one for one basis.
- (4) Stock Units will not expire.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.