

AXIALL CORP/DE/  
Form 4  
May 21, 2015

**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 \*  
THOMPSON GREGORY C

(Last) (First) (Middle)

1000 ABERNATHY ROAD, SUITE 1200

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction (Month/Day/Year)  
05/19/2015

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)

Chief Financial Officer

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 or (D) Price		
AXLL Common Stock	05/19/2015		F		1,151 (1)	D	\$ 36.72 141,658 D
AXLL Common Stock	05/19/2015		A		11,979 (2)	A	\$ 0 153,637 D
AXLL Common Stock	05/20/2015		A		12,452 (3)	A	\$ 0 166,089 D
AXLL Common	05/20/2015		F		4,846 (1)	D	\$ 36.79 161,243 D

Stock  
 AXLL  
 Common Stock 563 I By 401(k)

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Restricted Stock Units	\$ 0 <sup>(4)</sup>	05/19/2015		A	11,778 <sup>(4)</sup>	<sup>(5)</sup> <sup>(5)</sup>	AXLL Common Stock	11,778 <sup>(4)</sup>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

THOMPSON GREGORY C  
 1000 ABERNATHY ROAD, SUITE 1200  
 ATLANTA, GA 30328

Chief Financial Officer

## Signatures

Gregory C. Thompson 05/21/2015

\*\*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) Payment of tax liability by delivering or withholding securities incident to the vesting of a security issued in accordance with Rule 16b-3.

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- (2) These restricted stock units are expected to vest in three equal installments on each of the first, second and third anniversaries of the grant date, which is May 19, 2015, subject to the terms of the restricted stock unit agreement between the issuer and the reporting person.
- (3) Vesting of one-half of the performance restricted stock units granted to the reporting person on May 20, 2013, for which the Company's achievement of synergies is the performance restriction.

Shares of Company common stock may be issued to the reporting person upon the vesting of the performance restricted stock units, also referred to as "PRSU's." The number of shares of Company common stock shown is the award at the "target" performance level. The actual number of shares of common stock that may be issued to the reporting person upon vesting ranges from a minimum of zero to a maximum of 23,556 shares, and depends on the relative total shareholder return, or "TSR," for the Company as compared to a company in a peer group that achieves the median TSR performance for the peer group. The TSR for the Company and each company in the peer group will be calculated based on annual growth rate over a three-year performance period, from the volume weighted average trading price for each company's common stock for sixty consecutive trading days prior to the PRSU grant date to the sixty consecutive trading days prior to the end of the third anniversary of the grant date.

- (4)
- (5) The PRSU's are expected to vest on the third anniversary of the grant date, subject to the terms of the PRSU agreement between the Company and the reporting person. The expiration date of the award of this grant is the same date as the vesting date.

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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