

MARINEMAX INC
Form 4
November 15, 2016

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 *
McGill W Brett

2. Issuer Name and Ticker or Trading Symbol
MARINEMAX INC [HZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2600 MCCORMICK DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2016

____ Director
 Officer (give title below) _____ Other (specify below)
EVP & Chief Operating Officer

(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

CLEARWATER, FL 33759

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/15/2016 | | M | 1,665 A \$ 0 | 14,090 | D | |
| Common Stock | 11/15/2016 | | F | 456 D \$ 17.1 | 13,634 | D | |

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

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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 (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 |
| Performance Based Restricted Stock Units | (1) | 11/14/2016 | | A | 3,750 | (2) (2) | Common Stock 3,750 |
| Performance Based Restricted Stock Units | (1) | 11/14/2016 | | A | 13,375 | (3) (3) | Common Stock 13,375 |
| Restricted Stock Units | (1) | 11/14/2016 | | A | 12,632 | (4) (4) | Common Stock 12,632 |
| Restricted Stock Units | (1) | 11/15/2016 | | M | 1,665 | (5) (5) | Common Stock 1,665 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGill W Brett 2600 MCCORMICK DRIVE, SUITE 200 CLEARWATER, FL 33759 | | | EVP & Chief Operating Officer | |

Signatures

/s/ Michael H. McLamb, Attorney-in-Fact for W. Brett McGill
11/15/2016

__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) Each restricted stock unit represents a contingent right to receive one share of Marinemax, Inc. Common Stock.
- (2) The performance-based restricted stock units vest on September 30, 2017. These units were awarded based on performance criteria established on November 15, 2014 and tied to inventory management and operations during fiscal 2016.
- (3) The performance-based restricted stock units vest on September 30, 2018. These units were awarded based on performance criteria established on November 15, 2015 and tied to inventory management and operations during fiscal 2016.

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- (4) The restricted stock units vest in three annual installments beginning on September 30, 2017.
- (5) The restricted stock units vest in three annual installments beginning on November 15, 2015.

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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