UNS Energy Corp
Form 4
August 19, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BICKLE LARRY W
(Last) (First) (Middle)
88 E. BROADWAY BLVD., HQE910
(Street)
TUCSON, AZ 85701
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UNS Energy Corp [UNS]

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2014

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

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	(A) or (D)	Price			
Common Stock	08/15/2014		D		10,195	D	$ 60.25 (1)	0	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	08/15/2014		D			843.55 (3)	(1)	(1)	Common Stock	843.55
Restricted Stock Units	(2)	08/15/2014		D			999.52 (3)	(1)	(1)	Common Stock	999.52
Restricted Stock Units	(2)	08/15/2014		D			1,460.11 (3)	(1)	(1)	Common Stock	1,460.11
Restricted Stock Units	(2)	08/15/2014		D			1,456.41 (3)	(1)	(1)	Common Stock	1,456.41
Restricted Stock Units	(2)	08/15/2014		D			1,624.51 (3)	(1)	(1)	Common Stock	1,624.51
Restricted Stock Units	(2)	08/15/2014		D			2,019.09 (3)	(1)	(1)	Common Stock	2,019.09
Restricted Stock Units	(2)	08/15/2014		D			1,775.1 (3)	(1)	(1)	Common Stock	1,775.1
Restricted Stock Units	(2)	08/15/2014		D			1,525.99 (3)	(1)	(1)	Common Stock	1,525.99
Restricted Stock Units	(2)	08/15/2014		D			202.93 (3)	(1)	(1)	Common Stock	202.93
Restricted Stock Units	(2)	08/15/2014		D			269.54 (3)	(1)	(1)	Common Stock	269.54
Restricted Stock Units	(2)	08/15/2014		D			1,750.98 (3)	(1)	(1)	Common Stock	1,750.98
Restricted Stock Units	(2)	08/15/2014		D			904.58 (3)	(1)	(1)	Common Stock	904.58

Restricted Stock Units	(2)	08/15/2014	D	408	(1)	(1)	Common Stock	408
Restricted Stock Units	(2)	08/15/2014	D	405	(1)	(1)	Common Stock	405

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BICKLE LARRY W 88 E. BROADWAY BLVD. HQE910 TUCSON, AZ 85701	X			

Signatures

Diana K. Durako, Attorney-in-Fact	08/19/2014
**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) On August 15, 2014, FortisUS Inc., a Delaware corporation, acquired the issuer pursuant to that certain merger agreement between issuer, FortisUS Inc., Color Acquisition Sub Inc., an Arizona corporation and wholly owned subsidiary of FortisUS Inc., and solely for purposes of Section 5.5(c) and 8.15 of the merger agreement, Fortis Inc., a corporation incorporated under the Corporations Act of Newfoundland and Labrador, dated as of December 11, 2013 (the "Merger"). At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive $60.25 in cash. In addition, derivative securities were canceled at the effective time of the Merger in exchange for a cash payment equal to $60.25 per share, payable without interest and less any required withholding taxes.

(2) Each restricted stock unit (RSU) represents a contingent right to receive one share of UNS Energy Corporation common stock.

(3) The reported number of derivative securities disposed of includes shares acquired by reinvesting dividends in unreported transactions pursuant to the Company's dividend reinvestment program.

(4) The restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to $60.25 per share, payable without interest and less any required withholding taxes.

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