

UNS Energy Corp
Form 4
August 19, 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

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Dion Philip J III

(Last) (First) (Middle)

88 E. BROADWAY

(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)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr Vice President

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)
Common Stock	08/15/2014		D	1,187.827	D 60.25 0 (1)	I	By 401(k) Plan
Common Stock	08/15/2014		D	3,045	D 60.25 0 (1)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Units	\$ 0 ⁽²⁾	08/15/2014		D	2,084.9933 ⁽³⁾	⁽¹⁾ ⁽¹⁾	Common Stock 2,084.9933
Restricted Stock Units	\$ 0 ⁽²⁾	08/15/2014		D	571.2506 ⁽³⁾	⁽¹⁾ ⁽¹⁾	Common Stock 571.2506
Employee Stock Option (right to buy)	\$ 26.11	08/15/2014		D	4,240	⁽⁵⁾ 02/19/2019	Common Stock 4,240

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dion Philip J III 88 E. BROADWAY TUCSON, AZ 85701			Sr Vice President	

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 represents a contingent right to receive one share of UNS Energy Corporation common stock.

(3)

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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.

- 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, all outstanding options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.
- (5)

- (6) The options were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 less the option exercise price, payable without interest and less any required withholding taxes.

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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