

Niew Jeffrey
Form 4
February 20, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Niew Jeffrey

(Last) (First) (Middle)

C/O KNOWLES
CORPORATION, 1151
MAPLEWOOD DRIVE

(Street)

ITASCA, IL 60143

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Knowles Corp [KN]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2017

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)
President & CEO

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 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	03/09/2017		J ⁽¹⁾	V 4,964 (A) or (D)	\$ 18.02	342,384	D
Common Stock	02/15/2018		A	59,482 (2)	A \$ 0	401,866	D
Common Stock	02/16/2018		F	16,146 (3)	D \$ 14.3	385,720	D
Common Stock	02/17/2018		F	21,440 (4)	D \$ 14.3	364,280	D
Common Stock	02/19/2018		F	13,193 (5)	D \$ 14.3	351,087	D

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Common Stock 4,383.1184 I By 401(k) Plan

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (Right to Buy)	\$ 14.29	02/15/2018		A	157,699	02/15/2019 ⁽⁶⁾ 02/15/2025	Common Stock 157,699

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Niew Jeffrey C/O KNOWLES CORPORATION 1151 MAPLEWOOD DRIVE ITASCA, IL 60143	X		President & CEO	

Signatures

/s/ Mark Pacioni,
attorney-in-fact 02/20/2018

**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) Shares transferred pursuant to a domestic relations order on March 9, 2017.
- (2) Restricted stock granted under the Knowles Corporation 2016 Equity and Cash Incentive Plan that vests ratably over three years commencing on the first anniversary of the award.
- (3)

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These shares represent the payment of the tax liability by withholding securities incident to the vesting of a restricted stock grant issued on February 16, 2017 in accordance with Rule 16b-3.

- (4) These shares represent the payment of the tax liability by withholding securities incident to the vesting of a restricted stock grant issued on February 17, 2016 in accordance with Rule 16b-3.
- (5) These shares represent the payment of the tax liability by withholding securities incident to the vesting of a restricted stock grant issued on February 17, 2015 in accordance with Rule 16b-3.
- (6) Option granted under the Knowles Corporation 2016 Equity and Cash Incentive Plan that vests ratably over three years commencing on the first anniversary of the award.

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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