

Hutto Eric
 Form 4
 February 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Hutto Eric

2. Issuer Name and Ticker or Trading Symbol
 UNISYS CORP [UIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 801 LAKEVIEW DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/09/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

BLUE BELL, PA 19422
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/09/2018 | | M | | 6,233 A \$ 0 | 19,640 | D |
| Common Stock | 02/09/2018 | | F | | 1,517 D \$ 9.9 | 18,123 | D |
| Common Stock | 02/09/2018 | | M | | 5,910 A \$ 0 | 24,033 | D |
| Common Stock | 02/09/2018 | | F | | 1,439 D \$ 9.9 | 22,594 | D |
| Common Stock | 02/09/2018 | | M | | 7,180 A \$ 0 | 29,774 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|--------|--------|---|
| Common Stock | 02/09/2018 | F | 1,748 | D | \$ 9.9 | 28,026 | D |
| Common Stock | 02/09/2018 | M | 7,737 | A | \$ 0 | 35,763 | D |
| Common Stock | 02/09/2018 | F | 1,883 | D | \$ 9.9 | 33,380 | 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) | 8. Price or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| Restricted Stock Units | (1) | 02/09/2018 | | M | 7,180 | (2) (2) | Common Stock | 6,233 |
| Restricted Stock Units | (3) | 02/09/2018 | | M | 5,910 | (4) (4) | Common Stock | 5,910 |
| Restricted Stock Units | (3) | 02/09/2018 | | M | 7,180 | (5) (5) | Common Stock | 7,180 |
| Restricted Stock Units | (6) | 02/09/2018 | | M | 5,910 | (7) (7) | Common Stock | 7,737 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hutto Eric
801 LAKEVIEW DRIVE
BLUE BELL, PA 19422

Senior Vice President

Signatures

John Armbruster,
attorney-in-fact

02/09/2018

__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) Each restricted stock unit represents a contingent right to receive 0.868 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019, respectively (or if such day does not fall on a trading day, the immediately preceding trading day). This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested of February 9, 2018.
- (2) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (3) Time-based restricted stock units granted under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The restricted stock units will vest in three equal annual installments beginning February 9, 2018.
- (4) Time-based restricted stock units granted under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan, The restricted stock units vest in three equal annual installments beginning February 11, 2017.
- (5) Each restricted stock unit represents a contingent right to receive 1.309 shares of Unisys Corporation common stock.
Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018, and 2019, respectively, and then such earned PB-RSUs vest on February 9, 2018, 2019, and 2020, respectively. This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.
- (6)
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.