FEDERAL SIGNAL CORP /DE/

Form 4 April 14, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN DENNIS J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

FEDERAL SIGNAL CORP /DE/

[fss]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner

(Check all applicable)

President & CEO

X_ Officer (give title below)

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

1415 WEST 22ND STREET, SUITE 04/10/2015

(Street)

(State)

(First)

1100

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OAK BROOK, IL 60523

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following Reported

Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Indirect

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

228,364 D

Common Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. T	itle of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	cisable and	7. Title and A	Amour
Der	ivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date		Underlying Securit	
Sec	urity	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)
(Ins	tr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
		Derivative				Disposed of (D)				
		Security				(Instr. 3, 4, and				
		·				5)				
							Date Exercisable	Expiration Date	Title	Amo
					Code V	(A) (D)	Lacicisable	Date		Shar
	ock Option ght-to-buy)	\$ 16.09	04/10/2015		A	122,551	<u>(1)</u>	04/10/2025	Common Stock	122

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner reduces	Director	10% Owner	Officer	Other		
MARTIN DENNIS J	37		D :1 +0 CEO			
1415 WEST 22ND STREET, SUITE 1100 OAK BROOK, IL 60523	X		President & CEO			

Signatures

Jennifer L. Sherman, attorney-in-fact for Dennis J.
Martin

04/14/2015

**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).
- Options become exercisable as to 40,851 shares on 04/10/2016, 40,850 shares on 04/10/2017 and the remaining 40,850 shares on 04/10/2018.

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.

Reporting Owners 2