

SHERMAN JENNIFER L
 Form 4
 June 11, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SHERMAN JENNIFER L

2. Issuer Name and Ticker or Trading Symbol
 FEDERAL SIGNAL CORP /DE/ [FSS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1415 W. 22ND STREET, SUITE 1100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/07/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

OAK BROOK, IL 60523

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/07/2018 | | M | | 36,459 | A | \$ 6.52 |
| | | | | | | | 246,381.501 (1) |
| Common Stock | 06/07/2018 | | S | | 36,459 | D | \$ 24.4559 |
| | | | | | | | 209,913.501 (2) |
| Common Stock | 06/08/2018 | | M | | 8,818 | A | \$ 6.52 |
| | | | | | | | 218,731.501 |
| Common Stock | 06/08/2018 | | S | | 8,818 | D | \$ 24.1808 |
| | | | | | | | 209,913.501 (3) |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------------------|-------------|---|-------------------------|
| Common Stock | 06/08/2018 | M | 16,100 | A | \$ 6.68 | 226,013.501 | D | |
| Common Stock | 06/08/2018 | S | 16,100 | D | \$ 24.186 (4) | 209,913.501 | D | |
| Common Stock | 06/08/2018 | M | 14,479 | A | \$ 8.53 | 224,392.501 | D | |
| Common Stock | 06/08/2018 | S | 14,479 | D | \$ 24.3067 (5) | 209,913.501 | D | |
| Common Stock | 06/08/2018 | M | 6,806 | A | \$ 10.04 | 216,719.501 | D | |
| Common Stock | 06/08/2018 | S | 6,806 | D | \$ 24.213 (6) | 209,913.501 | D | |
| Common Stock | 06/11/2018 | M | 13,394 | A | \$ 10.04 | 223,307.501 | D | |
| Common Stock | 06/11/2018 | S | 13,394 | D | \$ 24.2171 (7) | 209,913.501 | D | |
| Common Stock | | | | | | 53,802 | I | held by 401(k) plan (8) |

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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (right-to-buy) | \$ 6.52 | 06/07/2018 | | M | 36,459 | (9) 05/04/2021 | Common Stock | 36,459 |
| Stock Options (right-to-buy) | \$ 6.52 | 06/08/2018 | | M | 8,818 | (9) 05/04/2021 | Common Stock | 8,818 |

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| | | | | | | | | |
|------------------------------|----------|------------|---|--------|-------------|------------|--------------|--------|
| Stock Options (right-to-buy) | \$ 6.68 | 06/08/2018 | M | 16,100 | <u>(10)</u> | 02/20/2019 | Common Stock | 16,100 |
| Stock Option (right-to-buy) | \$ 8.53 | 06/08/2018 | M | 14,479 | <u>(11)</u> | 08/07/2019 | Common Stock | 14,479 |
| Stock Options (right-to-buy) | \$ 10.04 | 06/08/2018 | M | 6,806 | <u>(12)</u> | 04/26/2020 | Common Stock | 6,806 |
| Stock Options (right-to-buy) | \$ 10.04 | 06/11/2018 | M | 13,394 | <u>(12)</u> | 04/26/2020 | Common Stock | 13,394 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERMAN JENNIFER L 1415 W. 22ND STREET SUITE 1100 OAK BROOK, IL 60523 | X | | President & CEO | |

Signatures

Daniel A. DuPre, attorney-in-fact for Jennifer L. Sherman
06/11/2018

__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) 692.712 shares were acquired through the dividend reinvestment plan.

(2) This transaction was executed in multiple trades at prices ranging from \$24.25 to \$24.68; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, Federal Signal Corporation, or a security holder of Federal Signal Corporation.

(3) This transaction was executed in multiple trades at prices ranging from \$24.18 to \$24.20; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, Federal Signal Corporation, or a security holder of Federal Signal Corporation.

(4) This transaction was executed in multiple trades at prices ranging from \$24.18 to \$24.22; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, Federal Signal Corporation, or a security holder of Federal Signal Corporation.

(5) This transaction was executed in multiple trades at prices ranging from \$24.30 to \$24.34; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, Federal Signal Corporation, or a security holder of Federal Signal Corporation.

(6) This transaction was executed in multiple trades at prices ranging from \$24.18 to \$24.24; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, Federal Signal Corporation, or a security holder of Federal Signal Corporation.

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- (7) This transaction was executed in multiple trades at prices ranging from \$24.20 to \$24.27; the price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request to the SEC, Federal Signal Corporation, or a security holder of Federal Signal Corporation.
- (8) Shares held in account under the Federal Signal Corporation Retirement Savings Plan 401(k) dated January 1, 2007.
- (9) The option vested in three equal installments on May 4, 2012, 2013, and 2014.
- (10) The option vested in three equal installments on February 20, 2010, 2011, and 2012.
- (11) The option vested in three equal installments on August 7, 2010, 2011, and 2012.
- (12) The option vested in three equal installments on April 26, 2011, 2012, and 2013.

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.