Innophos Holdings, Inc.

Form 4 April 04, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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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(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * **Brodheim Charles**

(First)

(Middle)

(Zip)

259 PROSPECT PLAINS ROAD

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Innophos Holdings, Inc. [IPHS]

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP, Corporate Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

n Dominative Committee Appring Disposed of an Domeficially Or

CRANBURY, NJ 08512

(,)	()	Tabl	e I - Non-D	erivative	Secur	rities Acq	uirea, Disposea o	i, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6. Ownership	
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Di	spose	d of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/31/2016		F	249 (1)	D	\$ 30.91	35,825	D	
Common Stock	04/01/2016		A	2,358 (2)	A	\$ 0	38,183	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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2016 Option to Purchase	\$ 31.11	04/01/2016		A	14,747	<u>(3)</u>	03/31/2026	Common Stock	14,747

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Brodheim Charles 259 PROSPECT PLAINS ROAD CRANBURY, NJ 08512

VP, Corporate Controller

Signatures

/s/ Joshua S. Horenstein 04/04/2016

**Signature of Reporting 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) Represents the number of shares granted in 2013/2014/2015 withheld for tax purposes.
- On April 1, 2016, these shares of restricted common stock were granted to the reporting person to be held in escrow, subject to certain vesting and forfeiture provisions. The grant vests in three equal installments over a three year period beginning March 31, 2017. The second installment date is March 31, 2018, followed by the third installment date on March 31, 2019.
- (3) The reporting person was granted options on April 1, 2016. Options vest in 3 equal annual installments over a three year period beginning March 31, 2017. The second installment date is March 31, 2018, followed by the third installment date on March 31, 2019.

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.

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