

Scherp Christian
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
Scherp Christian

(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)
02/15/2018

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, Performance Audio

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 or Price		
Common Stock	02/15/2018		A		13,121 (1) \$ 0	D	
Common Stock	02/16/2018		F		2,119 (2) \$ 14.3	D	
Common Stock	02/17/2018		F		2,100 (3) \$ 14.3	D	
Common Stock	02/19/2018		F		873 (4) \$ 14.3	D	
Common Stock					47	I	By 401(k) Plan

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- (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, 2015 in accordance with Rule 16b-3.
- (5) 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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