

PPG INDUSTRIES INC
 Form 4
 April 22, 2016

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 *
FARACI JOHN V

 (Last) (First) (Middle)

C/O INTERNATIONAL PAPER COMPANY, 281 TRESSER BLVD STE 1200 -2 STAMFORD PL

2. Issuer Name and Ticker or Trading Symbol
PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/20/2016

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)

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

(Street)

STAMFORD, CT 06901

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

(City) (State) (Zip)

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)
				(A) or (D)	Price		
				Code	V	Amount	

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares	
Restricted Stock Units	(1)	04/20/2016	M		1,092	(1)	(1)	Common Stock	1,092	
Phantom Stock Units	(2)	04/20/2016	M	1,092		(3)	(3)	Common Stock	1,092	
Restricted Stock Units	(4)	04/21/2016	A	1,214		(5)	(5)	Common Stock	1,214	
Phantom Stock Units	(2)	04/21/2016	A	306.095		(3)	(3)	Common Stock	306.09	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARACI JOHN V C/O INTERNATIONAL PAPER COMPANY 281 TRESSER BLVD STE 1200 -2 STAMFORD PL STAMFORD, CT 06901	X			

Signatures

/s/ Greg E. Gordon, Attorney-in-Fact for John V. Faraci
Date: 04/22/2016

__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).
- Upon the vesting of restricted stock units on April 20, 2016, which were granted to the reporting person on April 16, 2015, the reporting person deferred the receipt of 1,092 shares of common stock and received instead 1,092 shares of phantom stock pursuant to the PPG Industries, Inc. Deferred Compensation Plan for Directors. As a result, the reporting person is reporting the conversion of restricted stock units relating to 1,092 shares of common stock in exchange for an equal number of shares in phantom stock.
- (1) Upon the vesting of restricted stock units on April 20, 2016, which were granted to the reporting person on April 16, 2015, the reporting person deferred the receipt of 1,092 shares of common stock and received instead 1,092 shares of phantom stock pursuant to the PPG Industries, Inc. Deferred Compensation Plan for Directors. As a result, the reporting person is reporting the conversion of restricted stock units relating to 1,092 shares of common stock in exchange for an equal number of shares in phantom stock.
 - (2) The security converts to common stock on a one-for-one basis.
 - (3) After termination of service as a Director of PPG Industries, Inc.
 - (4) Each restricted stock unit represents a contingent right to receive one share of PPG Common Stock.
 - (5) The restricted stock units vest on April 19, 2017.
 - (6) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan for Directors.

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