

BLACK BOX CORP  
Form 4  
May 19, 2015

**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 \*  
MCANDREW MICHAEL

(Last) (First) (Middle)  
1000 PARK DRIVE  
(Street)

LAWRENCE, PA 15055

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BLACK BOX CORP [BBOX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/15/2015

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 and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$.001 par value	05/15/2015		F		720 D \$ 19.81	64,820 <sup>(1)</sup>	D
Common Stock, \$.001 par value	05/15/2015		F		1,292 D \$ 19.81	63,528 <sup>(1)</sup>	D
Common Stock, \$.001 par value	05/15/2015		A		15,840 <sup>(2)</sup> A \$ 0 <sup>(2)</sup>	79,368 <sup>(1)</sup>	D

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 19.51	05/15/2015		A	59,500	<sup>(3)</sup> 05/15/2025	Common Stock 59,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCANDREW MICHAEL 1000 PARK DRIVE LAWRENCE, PA 15055	X		President and CEO	

## Signatures

/s/ Ronald Basso by Power of Attorney for Michael McAndrew 05/19/2015

\_\_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).
- (1) This number includes restricted stock units previously granted under the Black Box 2008 Long-Term Incentive Plan.
- (2) Grant of restricted stock units under the Black Box Corporation 2008 Long-Term Incentive Plan. 1/3 of the restricted stock units vest on the 1st anniversary of the date of grant, 1/3 on the 2nd anniversary of the date of grant and 1/3 on the 3rd anniversary of the date of grant.
- (3) 1/3 of the options are exercisable on the 1st anniversary of the date of grant, 1/3 on the 2nd anniversary of the date of grant and 1/3 on the 3rd anniversary of the date of grant. Grant date is 10 years prior to the expiration date.

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(4) Granted under the Black Box Corporation 2008 Long-Term Incentive Plan.

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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