Dowling Joseph L III Form 4 April 03, 2018

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(State)

2. Issuer Name and Ticker or Trading Dowling Joseph L III Issuer Symbol IES Holdings, Inc. [IESC] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 5433 WESTHEIMER, SUITE 500 04/02/2018 below) (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

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

Person

Table I. Non Darivative Securities Acquired Disposed of an Paneficially Ov

HOUSTON, TX 77056

(City)

| • | | 1 abie | : 1 - Non-De | erivative S | securi | ues Ac | quirea, Disposea (| oi, or Beneficia | ny Owned |
|---|---------------------|--------------------|--------------|-------------|-----------|--------|--------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties | | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | nAcquired | l (A) o | r | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed | of (D |) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | 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 (1) | 04/02/2018 | | A | 660 | A | \$0 | 47,077 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transact | 5. | 6. Date Exerc Expiration D | | 7. Title and Amount of | | |
|------------------------|--|--------------------------------------|----------------------|--------------------|-----|-------------------------------|--------------------|--|---------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month Day/ Teal) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/ re s l | | Underlying Securities (Instr. 3 an | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | , i | | Expiration Date | Title Amo or Nun of Shar | nber | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| 1 | Director | 10% Owner | Officer | Other | | | |
| Dowling Joseph L III | | | | | | | |
| 5433 WESTHEIMER, SUITE 500 | X | | | | | | |
| HOUSTON, TX 77056 | | | | | | | |

Signatures

/s/Gail D. Makode, Attorney-in-Fact 04/03/2018

**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).

Represents Phantom Stock Units granted pursuant to the IES Holdings, Inc. ("IES") 2006 Equity Incentive Plan (as amended and restated through February 2016) upon Mr. Dowling electing to receive PSUs in lieu of common stock or cash for that portion of his retainer. Each unit converts to one share of IES common stock when Mr. Dowling leaves the board of directors for any reason.

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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