

SMITH PHILIP IRVING  
Form 4  
September 05, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
SMITH PHILIP IRVING

2. Issuer Name and Ticker or Trading Symbol  
INTRICON CORP [IIN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2018

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

C/O INTRICON CORPORATION, 1260 RED FOX ROAD

(Street)

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

ARDEN HILLS, MN 55112

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2018		M <sup>(1)</sup>		6,667	A	\$ 5.85
Common Stock	08/31/2018		M <sup>(1)</sup>		3,333	A	\$ 8.8
Common Stock	08/31/2018		S <sup>(1)</sup>		2,102	D	\$ 73.48
							(2)
Common Stock	08/31/2018		S <sup>(1)</sup>		5,958	D	\$ 74.17
							(3)

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Common	08/31/2018				\$		
Stock		S <sup>(1)</sup>	1,940	D	74.96	0	D
					<u>(4)</u>		

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)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.85	08/31/2018		M <sup>(1)</sup>	6,667	<u>(5)</u> 04/27/2026	Common Stock	6,667
Employee Stock Option (Right to Buy)	\$ 8.8	08/31/2018		M <sup>(1)</sup>	3,333	<u>(6)</u> 04/26/2027	Common Stock	3,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH PHILIP IRVING C/O INTRICON CORPORATION 1260 RED FOX ROAD ARDEN HILLS, MN 55112	X			

## Signatures

/s/ Scott Longval,  
attorney-in-fact

09/05/2018

\_\_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).
- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 17, 2018.  
  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$72.70 to \$73.675. The reporting person undertakes to provide to IntriCon Corporation any, security holder of IntriCon Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.70 to \$74.50. The reporting person undertakes to provide to IntriCon Corporation, any security holder of IntriCon Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.70 to \$75.45. The reporting person undertakes to provide to IntriCon Corporation, any security holder of IntriCon Corporation or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
  - (4) This option becomes exercisable in three equal annual installments beginning on April 28, 2017 or earlier upon the death, disability or retirement of the recipient or a change of control of the Company (as provided in the 2015 Equity Incentive Plan).
  - (5) This option becomes exercisable in three equal annual installments beginning on April 27, 2018 or earlier upon the death, disability or retirement of the recipient or a change of control of the Company (as provided in the 2015 Equity 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. 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.