

UNISYS CORP  
Form 4  
February 13, 2014

**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 \*  
CAVUOTO DOMINICK

(Last) (First) (Middle)

801 LAKEVIEW DRIVE, SUITE 100

(Street)

BLUE BELL, PA 19422

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
UNISYS CORP [UIS]

3. Date of Earliest Transaction (Month/Day/Year)  
02/11/2014

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)

Senior Vice President

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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 02/11/2014                           |  | M                              |   | 3,900 A \$ 23.9   | D  |                                   |
| Common Stock                    | 02/11/2014                           |  | S                              |   | 3,900 D \$ 32.585 (1)   | D  |                                   |
| Common Stock                    | 02/11/2014                           |  | S                              |   | 8,615 D \$ 32.58 (2)  | D  |                                   |
| Common Stock                    | 02/11/2014                           |  | M                              |   | 6,808 A \$ 19.52  | D  |                                   |
| Common Stock                    | 02/11/2014                           |  | S                              |   | 6,808 D \$ 32.587   | D  |                                   |

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| Common Stock | 02/12/2014 | S | 18,065 | D | <u>(3)</u><br>\$ 32.5<br><u>(4)</u> | 0         |  | D |              |
|--------------|------------|---|--------|---|-------------------------------------|-----------|--|---|--------------|
| Common Stock | 02/12/2014 | M | 8,101  | A | \$ 23.9                             | 8,101     |  | D |              |
| Common Stock | 02/12/2014 | S | 8,101  | D | \$<br>32.495<br><u>(5)</u>          | 0         |  | D |              |
| Common Stock | 02/12/2014 | M | 14,526 | A | \$ 19.52                            | 14,526    |  | D |              |
| Common Stock | 02/12/2014 | S | 14,526 | D | \$<br>32.501<br><u>(6)</u>          | 0         |  | D |              |
| Common Stock |            |   |        |   |                                     | 1,509.776 |  | I | By USP Trust |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 23.9  | 02/11/2014                           |  | M                              | 3,900   | <u>(7)</u> 02/07/2018                                    | Common Stock  | 3,900                         |
| Stock Option (Right to Buy)                | \$ 19.52   | 02/11/2014                           |  | M                              | 6,808   | <u>(8)</u> 02/09/2017                                    | Common Stock  | 6,808                         |
| Stock Option                               | \$ 23.9  | 02/12/2014                           |  | M                              | 8,101   | <u>(7)</u> 02/07/2018                                    | Common Stock  | 8,101                         |

(Right to Buy)

Stock

|                       |          |            |   |        |     |            |              |        |
|-----------------------|----------|------------|---|--------|-----|------------|--------------|--------|
| Option (Right to Buy) | \$ 19.52 | 02/12/2014 | M | 14,526 | (8) | 02/09/2017 | Common Stock | 14,526 |
|-----------------------|----------|------------|---|--------|-----|------------|--------------|--------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| CAVUOTO DOMINICK<br>801 LAKEVIEW DRIVE, SUITE 100<br>BLUE BELL, PA 19422 |               |           | Senior Vice President |       |

## Signatures

|  |            |
|--|------------|
| Susan T. Keene, attorney-in-fact, for Dominick Cavuoto | 02/13/2014 |
|--|------------|

    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 price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.42 to \$32.76, inclusive. The reporting person undertakes to provide to any security holder of Unisys 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 \$32.40 to \$32.76, inclusive. The reporting person undertakes to provide to any security holder of Unisys 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 \$32.40 to \$32.77, inclusive. The reporting person undertakes to provide to any security holder of Unisys 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.15 to \$32.99, inclusive. The reporting person undertakes to provide to any security holder of Unisys 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.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.15 to \$32.98, inclusive. The reporting person undertakes to provide to any security holder of Unisys 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.
- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.15 to \$32.99, inclusive. The reporting person undertakes to provide to any security holder of Unisys 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.
- (7) Stock option granted under the terms and provisions of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The stock option is exercisable in three annual installments beginning February 7, 2014.

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- (8) Stock option granted under the terms and provisions of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The stock option is exercisable in three annual installments beginning February 9, 2013.

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.