

CINTAS CORP
Form 4
March 24, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FROOMAN THOMAS E

(Last) (First) (Middle)

P.O. BOX 625737

(Street)

CINCINNATI, OH 45262

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CINTAS CORP [CTAS]

3. Date of Earliest Transaction

(Month/Day/Year)

03/23/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Secretary & Gen. Counsel

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

X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/23/2017		M	1,315 A	\$ 39.84 74,466	D	
Common Stock	03/23/2017		M	5,650 A	\$ 22.61 80,116	D	
Common Stock	03/23/2017		M	11,500 A	\$ 25.88 91,616	D	
Common Stock	03/23/2017		S	11,500 D	\$ 127.23 80,116 (1)	D	
Common Stock					158.7	I	By ESOP

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 39.84	03/23/2017		M	1,315	<u>(2)</u> 07/03/2017	Common Stock	1,315
Stock Option (Right to Buy)	\$ 22.61	03/23/2017		M	5,650	<u>(3)</u> 07/17/2019	Common Stock	5,650
Stock Option (Right to Buy)	\$ 25.88	03/23/2017		M	11,500	<u>(3)</u> 07/22/2020	Common Stock	11,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROOMAN THOMAS E P.O. BOX 625737 CINCINNATI, OH 45262			VP, Secretary & Gen. Counsel	

Signatures

/s/ F. Mark Reuter, as Attorney-in-Fact for Thomas E.
Frooman

03/24/2017

__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).

- The reported price is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.84 to \$128.32 per share. The Reporting Person undertakes to provide full pricing information to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange commission upon request.
- (1)
 - (2) Options granted pursuant to Cintas Corporation's 2005 Equity Compensation Plan. The options vest in five equal annual installments beginning 7/3/2012.
 - (3) The option vests as follows: one-third on the third anniversary of the grant date, one-third on the fourth anniversary of the grant date and one-third on the fifth anniversary of the grant date.

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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