

AMERICAN VANGUARD CORP
 Form 4
 January 06, 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 *
 Trogele Ulrich

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN VANGUARD CORP
 [AVD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

See Remarks

4695 MACARTHUR COURT,
 SUITE 1200

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

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

___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(Street)

NEWPORT BEACH, CA 92660

(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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	01/05/2015		A	(1) 7,500 \$ 0	7,500	D	
Common Stock	01/05/2015		A	(2) 7,500 \$ 0	15,000	D	
Common Stock	01/05/2015		A	(3) 7,500 \$ 0	22,500	D	
Common Stock	01/05/2015		A	(4) 7,500 \$ 0	30,000	D	
Common Stock	01/05/2015		A	(5) 7,500 \$ 0	37,500	D	

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These are restricted shares that vest on January 5, 2018, , provided reporting person remains continuously employed by the issuer through the vesting date.

- (5) These are restricted shares that vest upon the satisfaction of two conditions, i) reporting person is continuously employed by the issuer through January 5, 2018, and ii) the Company meets certain financial metrics over the period from January 1, 2015 through December 31, 2017, including, the relative growth of its earnings before income tax ("EBIT") compared to the median growth of EBIT of a certain group of industry peers (weighted at 50%), the relative growth of its net sales as compared to the median growth of net sales of that same group (weighted at 30%) and the relative growth of the fair market value of the Company's common stock as compared to the Russell 2000 Index (weighted at 20%).

Remarks:

Executive Vice President, COO - AMVAC

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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