PPG INDUSTRIES INC

Form 4

March 02, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

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may continue.

See Instruction

Check this box

**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

1(b).

(Print or Type Responses)

(Ctata)

(7:m)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCGARRY MICHAEL H Issuer Symbol PPG INDUSTRIES INC [PPG] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title PPG INDUSTRIES, INC.,, ONE 02/26/2015 below) PPG PLACE. President & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PITTSBURGH, PA 15272 Person

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secı	ırities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	02/26/2015		M	6,664	A	\$ 89.94	46,371	D	
Common Stock	02/26/2015		S	6,664	D	\$ 235.5996 (1)	39,707	D	
Common Stock							6,869.2384 (2)	I	By 401(k) plan

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

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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)

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. Transactio Code (Instr. 8)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Employee Stock Options (3)	\$ 89.94	02/26/2015		M		6,664	02/15/2015	02/14/2022	Common Stock	6,66
Phantom Stock Units	<u>(4)</u>	02/27/2015		A	8.709		<u>(5)</u>	<u>(5)</u>	Common Stock	8.70

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

MCGARRY MICHAEL H PPG INDUSTRIES, INC., ONE PPG PLACE, PITTSBURGH, PA 15272

President & COO

#### **Signatures**

Greg E. Gordon, Attorney-in-Fact for Michael H. McGarry

03/02/2015

\*\*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).
- This represents the weighted average aggregate price paid for the shares. The shares were sold in multiple transactions at prices ranging (1) from \$235.4500 to \$235.7300 per share, inclusive. The reporting person will provide, upon request of the SEC staff, PPG or a shareholder of PPG, complete information regarding the number of shares sold at each price within the range.
- (2) Total amount of shares held for the reporting person in the reporting person's account in the PPG Industries Employee Savings Plan as of February 26, 2015.
- (3) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive Plan.
- (4) The security converts to common stock on a one-for-one basis.

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- (5) After termination of employment with PPG.
- (6) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation 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.