

Friedrichs Dale D
Form 4
February 22, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Friedrichs Dale D

2. Issuer Name and Ticker or Trading Symbol
LyondellBasell Industries N.V.
[LYB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4TH FLOOR, ONE VINE STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2019

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President, HSE

LONDON, X0 W1J 0AH

(City) (State) (Zip)

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

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		
Class A Ordinary Shares	02/20/2019			F	311 ⁽¹⁾ D \$ 89.16	5,011 ⁽²⁾ D	
Class A Ordinary Shares	02/20/2019			A	1,059 ⁽³⁾ A \$ 89.16	6,070 ⁽²⁾ D	

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)

Edgar Filing: Friedrichs Dale D - Form 4

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friedrichs Dale D 4TH FLOOR ONE VINE STREET LONDON, X0 W1J 0AH			Vice President, HSE	

Signatures

/s/ Lara A. Mason,
Attorney-in-Fact

02/22/2019

__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) Represents shares required to satisfy tax withholding obligations in connection with the vesting of 1,059 shares of performance-based stock granted to the Reporting Person on February 16, 2016.
Includes 3,098 restricted stock units ("RSUs") granted pursuant to the issuer's long-term incentive plan including 668 granted on February 16, 2017 that vest on February 16, 2020, 596 granted on February 21, 2018 that vest on February 21, 2021 and 1,834 granted on February 21, 2018 that vest on February 21, 2021.
- (3) Represents shares earned in connection with the performance-based stock previously granted and unreportable on February 16, 2016 pursuant to the issuer's long-term incentive plan. Shares were earned based upon the level of attainment of certain performance objectives and continued employment. These shares fully vested on February 20, 2019 following certification by the Issuer's compensation committee.

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. "left">a public announcement that a person or group of affiliated or associated persons (excluding the Corporation or any wholly owned subsidiary thereof, or any employee benefit plan of the Corporation, or any Exempted Person (defined below)) has acquired (an "Acquiring Person"), or obtained the right to acquire, beneficial ownership of 10% or more of the total combined voting power of the outstanding Common Shares (the

“Share Acquisition Date”), or

(b) the commencement of a tender offer or exchange offer by any person (other than the Corporation, any wholly owned subsidiary of the Corporation or any employee benefit plan thereof, or any Exempted Person) if, upon consummation thereof, such person or group would be the beneficial owner of 30% or more of the then outstanding Common Shares.

As soon as practicable following the Distribution Date, separate certificates evidencing the Rights (the “Right Certificates”) will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and, thereafter, such separate Right Certificates alone will evidence the Rights.

For purposes of the Rights Agreement, “Exempted Person” means (A) Charles J. Urstadt; (B) any Immediate Relative of Charles J. Urstadt (defined as his spouse, any of his children or any of their spouses, any of his grandchildren or any of their spouses); or (C) any trust, corporation, partnership, limited liability company or other entity or organization controlled by Charles J. Urstadt or any Immediate Relative of Charles J. Urstadt or in which Charles J. Urstadt or any Immediate Relative of Charles J. Urstadt has any economic, beneficial or other interest.

If, at any time, (a) the Corporation is the surviving corporation in a merger with an Acquiring Person and the Corporation’s Original Common Shares are not changed or exchanged, (b) a person (other than the Corporation, any wholly owned subsidiary of the Corporation or any employee benefit plan thereof, or any Exempted Person), together with its affiliates and associates, becomes an Acquiring Person, (c) an Acquiring Person engages in one or more “self-dealing” transactions as set forth in the Rights Agreement or (d) during such time as there is an Acquiring Person, an event occurs that results in such Acquiring Person’s ownership interest being increased by more than 1%, each holder of a Right will thereafter be entitled to receive, upon exercise at the then current exercise price of the Right, Original Common Shares (or, in certain circumstances, cash, property or other securities of the Corporation) having a value equal to two times the exercise price of the Right.

In the event that after a Share Acquisition Date, (a) the Corporation consolidates or merges with another person and is not the surviving corporation, (b) the Corporation consolidates or merges with another person and is the surviving corporation, but in such transaction its Original Common Shares are changed or exchanged or (c) 50% or more of the Corporation's assets or earning power is sold or transferred, each holder of a Right will thereafter have the right to receive, upon exercise at the then current exercise price of the Right, common shares of the acquiring company having a value equal to two times the exercise price of the Right.

Notwithstanding any of the foregoing, following the occurrence of any of the events described in the seventh and eighth paragraphs above, any Rights that are or (under certain circumstances specified in the Rights Agreement) were beneficially owned by any Acquiring Person will immediately become null and void.

The Purchase Price payable, and the number of Preferred Shares or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution (a) in the event of a dividend of Preferred Shares on, or a subdivision, combination or reclassification of, the Preferred Shares, (b) upon the grant to holders of the Preferred Shares of certain rights or warrants to subscribe for Preferred Shares or securities convertible into Preferred Shares at less than the current market price of the Preferred Shares or (c) upon the distribution to holders of the Preferred Shares of debt securities or assets (excluding regular quarterly cash dividends and dividends payable in Preferred Shares) or of subscription rights or warrants (other than those referred to above).

The Company may redeem the Rights in whole, but not in part, at a price of \$.01 per Right, subject to adjustment (the "Redemption Price") at any time until the close of business on the tenth business day following the Share Acquisition Date. Thereafter, the Board may only redeem the Rights in certain specified circumstances. In the event that shareholder action is taken to elect directors of the Corporation such that Continuing Directors (as defined below) do not constitute a majority of the Board of Directors, Rights may not be redeemed until 180 days following the effectiveness of the election. "Continuing director" means any director of the Corporation other than an Acquiring Person or affiliate of an Acquiring Person who was either (a) a member of the Board of Directors of the Corporation on the Declaration Date, (b) nominated for his or her initial term of office by a majority of the Continuing Directors then in office, or (c) nominated for his or her initial term by a majority of the members of the Nominating and Corporate Governance Committee who were then Continuing Directors.

Until a Right is exercised, the holder thereof, as such, will have no rights as a shareholder of the Corporation, including, without limitation, the right to vote or to receive dividends.

Other than those provisions relating to the principal economic terms of the Rights or imposing limitations on the right to amend the Rights Agreement, the Board may amend any of the provisions of the Rights Agreement prior to the Distribution Date. Thereafter, the period during which the Rights may be redeemed may be extended by the Board (in order to protect, enhance or clarify the rights and/or benefits of holders of Rights), and other provisions of the Rights Agreement may be amended by action of the Board; provided, however, that no such amendment will adversely affect the interests of holders of Right Certificates (excluding the interests of any Acquiring Person).

A copy of the Rights Agreement is attached hereto as Exhibit 4.1 and is incorporated herein by reference. The foregoing description of the Rights Agreement does not purport to be complete and therefore is qualified in its entirety by reference to such Exhibit 4.1.

Item 3.03 Material Modification to Rights of Security Holders.

Please see the disclosure set forth under Item 1.01 Entry into a Material Definitive Agreement, which is incorporated by reference into this Item 3.03.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed as a part of this Current Report.

4.1 Rights Agreement, dated as of July 18, 2008, between Urstadt Biddle Properties Inc. and The Bank of New York, as Rights Agent.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

URSTADT BIDDLE PROPERTIES INC.
(Registrant)

DATE: July 24, 2008

By: /s/ John T. Hayes
Name: John T. Hayes
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit Description
-------------	---------------------

4.1	Rights Agreement, dated as of July 18, 2008 between Urstadt Biddle Properties Inc. and The Bank of New York, as Rights Agent.
-----	---