

QUAKER CHEMICAL CORP
 Form 4
 November 12, 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 *
BENOLIEL D JEFFRY

(Last) (First) (Middle)

QUAKER CHEMICAL CORPORATION, ONE QUAKER PARK, 901 E. HECTOR STREET

(Street)

CONSHOHOCKEN, PA 19428-2380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUAKER CHEMICAL CORP [KWR]

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2014

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)
 VP - MW, Can and Secretary

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 or Disposed of (Instr. 8) | | | | 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--|---|--------|------------|---|--|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 08/07/2014 | | G | V | 50 | A | \$ 0 | 10,450 | I | Custodial Account for Son (1) |
| Common Stock | 11/10/2014 | | M | | 1,450 | A | \$ 18.82 | 27,597 | D | |
| Common Stock | 11/10/2014 | | S | | 1,450 | D | \$ 84 | 26,147 | D | |
| Common Stock | 11/11/2014 | | M | | 1,220 | A | \$ 18.82 | 27,367 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-----------------------------|-------------------|---|--------------------------------|
| Common Stock | 11/11/2014 | S | 1,220 | D | \$ 84.5 | 26,147 | D | |
| Common Stock | 11/12/2014 | M | 1,118 | A | \$ 18.82 | 27,265 | D | |
| Common Stock | 11/12/2014 | S | 1,118 | D | \$ 83.2487 <u>(1)</u> | 26,147 | D | |
| Common Stock | | | | | | 10,450 | I | Custodial Account for Son (2) |
| Common Stock | | | | | | 10,450 | I | Custodial Account for Daughter |
| Common Stock | | | | | | 10,000 | I | By DJB 2012 Irrevocable Trust |
| Common Stock | | | | | | 9,732 | I | By AMB 2012 Irrevocable Trust |
| Common Stock | | | | | | 18,775 <u>(2)</u> | I | By 401(k) |
| Common Stock | | | | | | 19,020 | I | By Partnership |

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.

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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. D S (1) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

| | | | | | | | | Shares |
|--|----------|------------|---|-------|------------|------------|-----------------|--------|
| Employee Stock Option (right to buy) | \$ 18.82 | 11/10/2014 | M | 1,450 | <u>(3)</u> | 01/26/2017 | Common Stock | 1,450 |
| Employee Stock Option (right to buy) | \$ 18.82 | 11/11/2014 | M | 1,220 | <u>(3)</u> | 01/26/2017 | Common Stock | 1,220 |
| Employee Stock Option (right to buy) | \$ 18.82 | 11/12/2014 | M | 1,118 | <u>(3)</u> | 01/26/2017 | Common Stock | 1,118 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENOLIEL D JEFFRY QUAKER CHEMICAL CORPORATION ONE QUAKER PARK, 901 E. HECTOR STREET CONSHOHOCKEN, PA 19428-2380 | | | VP - MW, Can and Secretary | |

Signatures

Irene M. Kisleiko, Attorney-in-Fact for D. Jeffrey
Benoliel

11/12/2014

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.83 to \$83.70, inclusive. The reporting person undertakes to provide to Quaker Chemical Corporation ("Quaker"), any security holder of Quaker, 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 ranges set forth in footnote (1) to this Form 4.
- (1) Information based on reporting person's Plan Statement dated September 30, 2014.
 - (2) The options for this grant vested in three equal annual installments: 3,788 shares on January 26, 2011; 3,788 shares on January 26, 2012; and 3,788 shares on January 26, 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.