

IMAX CORP
Form 4
March 10, 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 *
KEIGHLEY DAVID B

(Last) (First) (Middle)
3003 EXPOSITION BLVD, C/O
IMAX POST / DKP INC.

(Street)

SANTA MONICA, CA 90404

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IMAX CORP [IMAX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2015

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)
Chief Quality Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| common shares (opening balance) | | | | | 1,526 | D | |
| common shares (opening balance) | | | | | 200 | I | by spouse |
| common shares | 03/07/2015 | | M | 2,812 (1) | A \$ 0 4,338 | D | |
| | 03/07/2015 | | M | | A \$ 0 6,375 | D | |

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| | | | | | | | |
|---------------|------------|--|---|---------------------|---|----------|---------|
| common shares | | | | 2,037 <u>(1)</u> | | | |
| common shares | 03/09/2015 | | S | 1,060 <u>(2)</u> | D | \$ 33.85 | 5,315 D |
| common shares | 03/09/2015 | | S | 768 <u>(2)</u> | D | \$ 33.85 | 4,547 D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| restricted share units <u>(3)</u> | <u>(4)</u> | 03/07/2015 | | A | 8,431 | <u>(5)</u> 12/01/2018 | common shares 8,431 |
| stock options (to buy) | \$ 33.8 | 03/07/2015 | | A | 10,485 | <u>(6)</u> 03/07/2022 | common shares 10,485 |
| restricted share units | \$ 0 <u>(1)</u> | 03/07/2015 | | M | 2,812 <u>(1)</u> | 03/07/2015 12/01/2016 | common shares 2,812 |
| restricted share units | \$ 0 <u>(1)</u> | 03/07/2015 | | M | 2,037 <u>(1)</u> | 03/07/2015 12/01/2017 | common shares 2,037 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KEIGHLEY DAVID B 3003 EXPOSITION BLVD C/O IMAX POST / DKP INC. SANTA MONICA, CA 90404 | | | Chief Quality Officer | |

Signatures

David B
Keighley

03/10/2015

__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).
- (1) Represents the conversion upon vesting of restricted share units into common shares. Each restricted share unit represents a contingent right to receive one common share of IMAX Corporation.
- (2) Mr. Keighley is reporting the sale of 1,828 common shares to satisfy his tax withholding obligations in connection with the delivery of common shares upon conversion of the restricted share units
- (3) Each restricted share unit represents a contingent right to receive one common share of IMAX Corporation.
- (4) Each restricted share unit is the economic equivalent of one common share of IMAX Corporation.
- (5) The restricted share units vest and will be converted to common shares in four installments: 1,686 on March 7, 2016; 2,107 on each of March 7, 2017 and March 7, 2018 and 2,531 on December 1, 2018.
- (6) The stock options become exercisable in four installments: 2,097 on March 7, 2016, 2,621 on each of March 7, 2017 and March 7, 2018 and 3,146 on March 7, 2019.

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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