

Rizzi John
 Form 4
 April 01, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Rizzi John

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)
 4695 MACARTHUR COURT, STE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/28/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 See Remarks

NEWPORT BEACH, CA 92660

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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	03/28/2019		A	(1) 3,172 A \$ 0	47,450	D	
Common Stock	03/28/2019		A	(2) 3,172 A \$ 0	50,622	D	
Common Stock	03/29/2019		F	(3) (4) (5) 2,023 D \$ 0	50,943	D	

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

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SEC 1474 (9-02)

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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 Following Transaction (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
Rizzi John 4695 MACARTHUR COURT, STE 1200 NEWPORT BEACH, CA 92660				See Remarks

Signatures

/s/ JOHN RIZZI 04/01/2019
 **Signature of Date
 Reporting Person

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) These comprise an award of time-based restricted stock that vests in its entirety on March 28, 2022, if and only if reporting person is continuously employed by issuer through such vesting date as per the terms of a Restricted Stock Agreement dated as of March 28, 2019.
- (2) These comprise an award of performance-based restricted stock that vests upon the attainment of both (i) continuous employment through March 28, 2022, and (ii) the relative growth of the issuer's EBIT, net sales and stock price appreciation as compared to that of certain industry comparator groups over the course of fiscal years 2019 - 2021 as per the terms of a Performance Stock Agreement dated as of March 28, 2019.
- (3) The reporting person delivered these time-based restricted shares to issuer in payment of the tax liability associated with the vesting of shares of performance-based restricted stock in accordance with Rule 16b-3. On January 6, 2016, reporting person was awarded 2,757 performance shares, which were subject to certain financial metrics to be measured over the performance period of January 1, 2016 through December 31, 2018, namely: i) issuer's earnings before income tax ("EBIT") as compared to the median growth (computed in terms of compound annual growth) of a peer group (consisting of Syngenta, Bayer, BASF, Dow, Monsanto, DuPont, Makteshim, Nufarm, FMC, Cheminova, United Phosphorus and Isagro (the "Ag Peers")); ii) issuer's net sales as compared to the median growth of the Ag Peers; and iii) the relative growth of the fair market value of issuer's common stock as compared to that of (x) the Russell 2000

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- (Continued from footnote 3) (y) the median fair market value of the common stock of the comparator companies identified in issuer's 2015 Proxy Statement (the "TSR" measure). In determining the number of performance shares earned, the EBIT measure was to be weighted 50 percent, the net sales measure was to be weighted 30 percent and the TSR was to be weighted 20 percent. The size of the payout was further subject to increase or decrease based upon the percent goal achieved and could vary from zero to 200 percent of the target award. In this case, during the performance period, issuer's EBIT and net sales were in excess of 125 percent of the median growth of the Ag Peers and, accordingly, reporting person earned 200 percent of the payout for those categories (weighted at 80 percent of the total performance target), while the TSR goals at or above the median of both the Russell 2000 Index and that of the proxy peers, thereby yielding a 125% payout for those categories taken together.
- (4) (Continued from footnote 3) (y) the median fair market value of the common stock of the comparator companies identified in issuer's 2015 Proxy Statement (the "TSR" measure). In determining the number of performance shares earned, the EBIT measure was to be weighted 50 percent, the net sales measure was to be weighted 30 percent and the TSR was to be weighted 20 percent. The size of the payout was further subject to increase or decrease based upon the percent goal achieved and could vary from zero to 200 percent of the target award. In this case, during the performance period, issuer's EBIT and net sales were in excess of 125 percent of the median growth of the Ag Peers and, accordingly, reporting person earned 200 percent of the payout for those categories (weighted at 80 percent of the total performance target), while the TSR goals at or above the median of both the Russell 2000 Index and that of the proxy peers, thereby yielding a 125% payout for those categories taken together.
- (5) (Continued from footnote 4) On balance, then, reporting person earned 185% of the 2,757 target shares or 5,101 shares from the performance share award.

Remarks:

Vice President of Manufacturing - AMVAC

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.