

KMG CHEMICALS INC
 Form 4
 February 27, 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 *
PASSMORE MALINDA G

(Last) (First) (Middle)

9555 W. SAM HOUSTON PKWY
 S., SUITE 600

(Street)

HOUSTON, TX 77099

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KMG CHEMICALS INC [KMG]

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

02/25/2014

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 and CFO

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 Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Based Restricted Stock Award Ser 1	\$ 0	02/25/2014	A	1					07/31/2016 ⁽¹⁾	07/31/2016 ⁽¹⁾	Common Stock	12,5
Time Based Restricted Stock Agreement	\$ 0	02/25/2014	A	1					01/27/2015 ⁽²⁾	01/27/2015 ⁽²⁾	Common Stock	2,00
Time Based Restricted Stock Agreement	\$ 0	02/25/2014	A	1					01/27/2016 ⁽³⁾	01/27/2016 ⁽³⁾	Common Stock	2,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PASSMORE MALINDA G 9555 W. SAM HOUSTON PKWY S. SUITE 600 HOUSTON, TX 77099			VP and CFO	

Signatures

Roger C. Jackson POA from Malinda G.
Passmore
02/27/2014
**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).
- (1) Vesting of common shares is performance based over a measurement period ending 7/31/2016. Vested shares are awarded generally within 2.5 months of vesting.
- (2) Vesting is time based on 1/27/2015. Vested shares are awarded generally within 2.5 months of vesting.
- (3) Vesting is time based on 1/27/2016. Vested shares are awarded generally within 2.5 months of vesting.

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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