

KMG CHEMICALS INC
Form 4/A
December 06, 2016

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 *
Kremling Ernest C. II

(Last) (First) (Middle)
12709 VINO DRIVE
(Street)

FORT WORTH, TX 76126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KMG CHEMICALS INC [KMG]

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
10/25/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President of Operations

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	10/21/2016		A	V	12,496	A	\$ 29.11	38,567	D	
Common Stock	10/21/2016		F	(3)	3,418	D	\$ 29.11	35,149	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Based Stock Award Series 1	\$ 0	10/21/2016		M	1	07/31/2016	07/31/2016	Common Stock	12,496 ⁽¹⁾
Performance Based Stock Award Series 1	\$ 0	10/21/2016		A	1	07/31/2019	07/31/2019	Common Stock	11,714 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kremling Ernest C. II 12709 VINO DRIVE FORT WORTH, TX 76126			Vice President of Operations	

Signatures

Roger C Jackson POA from Ernest C Kremling II
 12/06/2016
 **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 of time ending 7/31/2016. Vested shares are awarded approximately 2.5 months after 7/31/2016. Amount of shares vested at 110%.
- (2) Vesting of common shares is performance based over a measurement period ended 7/31/2019. Vested shares are awarded within approximately 2.5 months after 7/31/2019.
- (3) Corrects previous filing to reflect withholding of shares for tax liability.

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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