

Carrico Paul  
 Form 4  
 February 20, 2013

**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 \*  
 Carrico Paul

(Last) (First) (Middle)

115 PERIMETER CENTER  
 PLACE, SUITE 460

(Street)

ATLANTA, GA 30346

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/19/2013

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)  
 President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| AXLL Common Stock               | 02/19/2013                           |  | S                              |   | 50,000  | D  | \$ 59.59 <sup>(1)</sup>                    |
| AXLL Common Stock               |                                      |  |                                |   | 80,000 <sup>(2)</sup>   | I  | Held by The Carrico Family Trust           |
| AXLL Common Stock               |                                      |  |                                |   | 66,000 <sup>(2)</sup>   | I  | Held by Mr. Carrico's Spouse               |

AXLL  
Common Stock 45 I Held by 401(k)

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

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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 Beneficially Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Carrico Paul<br>115 PERIMETER CENTER PLACE, SUITE 460<br>ATLANTA, GA 30346 | X             |           | President and CEO |       |

## Signatures

/s/ Paul Carrico 02/20/2013

\*\*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) This price is a weighted average price. These 50,000 shares were sold in multiple transactions at prices ranging from \$59.77 to \$59.43.
  - (2) These securities are vested shares of Axiall Corporation common stock. Additional shares of Axiall Corporation common stock may be issued to the reporting person upon the vesting of performance restricted stock units that have been granted to him by Axiall Corporation. The actual, aggregate number of shares that may be issued to the reporting person upon the vestings of the performance restricted stock

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units ranges from 0 to 214,972 shares, with 143,315 shares being issued at the "target" level, and depends solely on the price performance of the Company's common stock.

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