

Clark Gregory S.
Form 4
October 03, 2018

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 *
Clark Gregory S.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 ELLIS STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

MOUNTAIN VIEW, CA 94043

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or Price (A) or (D)					
Common Stock	10/01/2018		M		2,404,175	A	\$ 20.56	3,237,323	D	
Common Stock	10/01/2018		F		1,191,991 <u>(1)</u>	D	\$ 20.56	2,045,332	D	
Common Stock								1,122,938 <u>(2)</u>	I	Gregory S Clark TR UA 01/29/2016 Gregory S Clark Living Trust

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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. Un			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Ti
Performance-based Restricted Stock Units	(3) (4)	10/01/2018		M		2,404,175		(3)(4)	(3)(4)	C
Performance-based Restricted Stock Units	(3) (4)	10/01/2018		A		175,023		(3)(4)	(3)(4)	C
Performance-based Restricted Stock Units	(5)	10/01/2018		A		85,768		(5)	(5)	C
Non-Qualified Stock Options	\$ 6.73							(6)	09/09/2025	C

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Gregory S. 350 ELLIS STREET MOUNTAIN VIEW, CA 94043	X		CEO	

Signatures

/s/ Philip Reuther, as attorney-in-fact for Gregory S. Clark
10/03/2018

**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) Shares withheld by Symantec Corporation ("Symantec") to satisfy tax withholding requirements on vesting of performance-based restricted stock units (PRUs). No shares were sold.

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- (2) The shares were originally acquired pursuant to the Restricted Stock Reinvestment Agreement, dated as of June 12, 2016 with Symantec. On July 29, 2016, the Reporting Person was granted PRUs with a target of 961,670 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2018, 0% to 300% of the target shares will be eligible (the "Grant 1 Eligible Shares") to be earned. 0% to 250% of the Grant 1 Eligible Shares were eligible to be earned at the end of fiscal 2018, subject to certain further adjustments, provided that the Reporting Person is employed by the Issuer through March 30, 2018. The additional up to 50% of the Grant 1 Eligible Shares are eligible to be earned at the end of the fiscal 2019 provided that the Reporting Person is employed by the Issuer on March 29, 2019. The performance criterion was partially satisfied, resulting in 2,404,175 shares becoming Grant 1 Eligible Shares for fiscal 2018 and were earned by the Reporting Person. Additionally, 175,023 shares became Grant 1 Eligible Shares for fiscal 2019.
- (3) Represents PRUs acquired by the Reporting Person in connection with the merger in which a wholly-owned subsidiary of Symantec was merged with and into Blue Coat, Inc. on August 1, 2016. On June 9, 2017, the Reporting Person was granted PRUs with a target of 339,674 shares. The PRU provides that, depending on the Issuer's achievement of the performance criterion for fiscal 2018, 0% to 200% of the 50% of the target shares will be eligible ("Grant 2 Eligible Shares") to be earned at the end of fiscal 2020, based on, and subject to further adjustments with respect to the other 50% of the target shares as a result of, the achievement of certain other performance criteria, provided that the Reporting Person is employed by the Issuer through April 3, 2020. The performance criterion for fiscal 2018 was partially satisfied, resulting in 85,768 shares becoming Grant 2 Eligible Shares.
- (5) The option vests and becomes exercisable in equal monthly installments over a period of two years, beginning August 1, 2016. No transaction is reported. The amount of securities held following the reported transaction is included for information purposes only.
- (6)

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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