DAVIS JOE R Form 4 April 04, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

2005 Estimated average burden hours per 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DAVIS JOE R**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CONSOLIDATED GRAPHICS INC

(Check all applicable)

/TX/ [cgx]

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify X_ Officer (give title

(Month/Day/Year)

below) 04/02/2007

Chief Executive Officer

CONSOLIDATED **GRAPHICS, 5858 WESTHEIMER**

(Street)

SUITE 200

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

3.

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77057

(City) (State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Reported

Code V Amount (D) Price

Common Stock

104,800 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exercisab	le and Expiration	7. Title and	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		orDerivative	Date		Underlying S	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	·)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									An
									or
						Date Exercisable	Expiration Date	Title	Nu
				Code V	(A) (D)				of S
				Code v	(A) (D)				01 5
Restricted								~	
Stock Unit	\$ 0	04/02/2007	04/02/2007	A	12,500	04/01/2008(1)	04/01/2017(2)	Common	12
	Φ 0	04/02/2007	04/02/2007	А	12,300	04/01/2008 <u>~</u>	04/01/2017 <u>~</u>	Stock	12
Awards									

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DAVIS JOE R						
CONSOLIDATED GRAPHICS 5858 WESTHEIMER SUITE 200	X		Chief Executive Officer			

Signatures

HOUSTON, TX 77057

Joe R. Davis 04/04/2007

**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) 3,125 restricted stock units vest on each of April 1, 2008, 2009, and 2010, with the final 3,125 units vesting on March 31, 2011.
- (2) Exceptions to the stated expiration date are certain events of termination of Mr. Davis' employment agreement and/or a change in control event.

Includes previously reported stock options grants totalling 1,100,000 shares as follows: 250,000 @ \$53.25, 300,000 @ \$11.4375, 50,000 @ \$19.10, 50,000 @ \$14.75, 50,000 @ \$23.00, 50,000 @ \$41.51, 50,000 @ \$50.84, and 300,000 @ \$50.90. Each of these stock option grants have been vested; however, certain restrictions on the sale of the underlying shares of any options exercised is imposed on 480,000 options as of March 31, 2007. These restrictions are scheduled to lift on 120,000 options each of March 31, 2008, 2009, 2010 and 2011.

- options as of March 31, 2007. These restrictions are scheduled to lift on 120,000 options each of March 31, 2008, 2009, 2010 and 2011, although these restrictions are subject to being accelerated or deferred based on certain events of termination of Mr. Davis' employment agreement and/or a change in control event.
- Also includes 12,500 restricted stock unit awards previously granted, of which 2,500 are vested and the remaining 10,000 vest in 2,500 (4) unit increments on each of April 1, 2008, April 1, 2009, April 1, 2010 and March 31, 2011 or upon the earlier occurrence of certain events of termination of Mr. Davis' employment agreement and/or change in control event.

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.

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