

FULTON FINANCIAL CORP
 Form 4
 April 04, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Rohrbaugh Philmer H

(Last) (First) (Middle)

C/O FULTON FINANCIAL CORPORATION, P.O. BOX 4887, ONE PENN SQUARE

(Street)

LANCASTER, PA 17604

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FULTON FINANCIAL CORP [FULT]

3. Date of Earliest Transaction (Month/Day/Year)
 04/02/2017

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)
 SEVP, CFO and COO

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 |
| \$2.50 par value common stock | 03/29/2017 | | J | V | 125.6782 ⁽¹⁾ | A | \$ 16.065 |
| | | | | | 50,906.1007 ⁽²⁾ | D | |
| \$2.50 par value common stock | 04/02/2017 | | A | | 33,992.6304 | A | \$ 0 |
| | | | | | 84,898.7311 ⁽²⁾ | D | |
| \$2.50 par value | 04/02/2017 | | F | | 10,706.6304 | D | \$ 17.85 |
| | | | | | 74,192.1007 ⁽²⁾ | D | |

Common
Stock

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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Performance Based Restricted Stock Units | (3) | 04/02/2017 | | M | 33,992.6304 | (4) (4) | \$2.50 par value Common Stock 33, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rohrbaugh Philmer H
C/O FULTON FINANCIAL CORPORATION
P.O. BOX 4887, ONE PENN SQUARE
LANCASTER, PA 17604

SEVP, CFO and COO

Signatures

John R. Merva, 04/04/2017
Attorney-in-Fact

**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) Purchase made with cash in the Employee Stock Purchase Plan.
- (2) Includes 23,906.1007 shares held jointly with spouse.
- (3) Each performance-based restricted stock unit represents a contingent right to receive one share of Fulton Financial Corporation's common stock.
- (4)

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This reflects the earning and vesting of certain performance-based restricted stock units, including accrued dividends, on April 2, 2017 when the HR Committee certified as to the achievement of the performance goals. These performance-based restricted stock units were originally granted on April 1, 2014, and were earned and vested based upon the achievement of return on assets, relative total shareholder return and net income goals during the performance periods specified at the time of grant.

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.