

Francis Mary
Form 4
June 05, 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 *
Francis Mary

(Last) (First) (Middle)

6 CHESTERFIELD
GARDENS, 3RD FLOOR

(Street)

LONDON, X0 W1J 5BQ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Enesco plc [ESV]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2018

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)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Ordinary Shares	06/01/2018		M		3,562	A	① 15,409
Class A Ordinary Shares	06/01/2018		M		6,909	A	② 22,318
Class A Ordinary Shares	06/01/2018		M		10,549	A	③ 32,867
Class A Ordinary Shares	06/01/2018		F		9,461	D	\$ 23,406
					④		6.58

Shares

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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(5)	06/01/2018		A	30,396	(6)	(6)	Class A Ordinary Shares	30,396
Restricted Share Units	(1)	06/01/2018		M	3,562	(7)	(7)	Class A Ordinary Shares	3,562
Restricted Share Units	(2)	06/01/2018		M	6,909	(8)	(8)	Class A Ordinary Shares	6,909
Restricted Share Units	(3)	06/01/2018		M	10,549	(9)	(9)	Class A Ordinary Shares	10,549

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Francis Mary 6 CHESTERFIELD GARDENS 3RD FLOOR LONDON, X0 W1J 5BQ	X			

Signatures

/s/ Davor S. Vukadin, by Power of Attorney
06/05/2018

**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).

The restricted share units convert into Class A ordinary shares on a one-for-one basis upon vesting, and the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued in accordance with U.K.

- (1) corporate law. In connection with the transaction reported above, the reporting person paid \$195.90 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 1,603 shares were withheld and not issued to satisfy certain tax withholding obligations.

The restricted share units convert into Class A ordinary shares on a one-for-one basis upon vesting, and the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued in accordance with U.K.

- (2) corporate law. In connection with the transaction reported above, the reporting person paid \$379.90 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 3,110 shares were withheld and not issued to satisfy certain tax withholding obligations.

The restricted share units convert into Class A ordinary shares on a one-for-one basis upon vesting, and the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued in accordance with U.K.

- (3) corporate law. In connection with the transaction reported above, the reporting person paid \$580.10 to Ensco plc with respect to the shares actually issued upon vesting of the restricted share units. The remaining 4,748 shares were withheld and not issued to satisfy certain tax withholding obligations.

- (4) These shares were withheld upon vesting to enable the reporting person to satisfy tax withholding obligations that arose upon such vesting, which will be paid by the issuer to the appropriate taxing authority in cash.

- (5) Upon the vesting of our restricted share units, the reporting person is required to pay the aggregate nominal value (par value), \$0.10 per share, of our Class A ordinary shares actually issued, in accordance with U.K. corporate law.

- (6) On June 1, 2018, the reporting person was granted 30,396 restricted share units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

- (7) On June 1, 2015, the reporting person was granted 10,686 restricted share units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

- (8) On June 1, 2016, the reporting person was granted 20,727 restricted share units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

- (9) On June 1, 2017, the reporting person was granted 31,647 restricted share units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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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