Catalent, Inc. Form 4 July 08, 2015

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

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

Estimated average burden hours per response... 0.5

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 * Chiminski John R			2. Issuer Name and Ticker or Trading Symbol Catalent, Inc. [CTLT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
14 SCHOOLHOUSE ROAD		ΔD	(Month/Day/Year) 07/06/2015	X Director 10% Owner X Officer (give title Other (specify below) See Remarks		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SOMERSET, NJ 08873			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities nor Disposed (Instr. 3, 4 and Amount	d of (D))	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)
Common Stock	07/06/2015		M(1)	100,000	A	\$ 10.71	440,118 (2)	D	
Common Stock	07/06/2015		F(3)	66,172	D	\$ 29.34	373,946 <u>(2)</u>	D	
Common Stock	07/06/2015		S(4)	33,828	D	\$ 29.34 (5)	340,118 (2)	D	

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

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displays a currently valid OMB control

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. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	9)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Options to purchase common	\$ 10.71	07/06/2015		M(1)	100,000	10/23/2010(6)	10/23/2019	Common Stock	100,

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
Chiminski John R							
14 SCHOOLHOUSE ROAD	X		See Remarks				
SOMERSET, NJ 08873							

Signatures

stock

/s/ Christine Caputo, by power of attorney 07/08/2015

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 29, 2015 in order to implement a plan of financial diversification.
- (2) Includes restricted stock units.
- (3) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options pursuant to the 10b5-1 trading plan noted in footnote 1.
- (4) Represents the shares sold pursuant to the 10b5-1 trading plan noted in footnote 1.
 - These shares were sold in multiple transactions at prices ranging from \$29.72 to \$29.00, inclusive. The reporting person undertakes to
- (5) provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) On October 23, 2009, the reporting person was granted an option to purchase 157,500 shares of common stock of the Issuer which vested and became exercisable in five equal annual installments based on satisfaction of certain performance criteria for each of the fiscal years

Reporting Owners 2

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ending 2010, 2011, 2012, 2013 and 2014. The performance criteria for 2010, 2011, 2012, 2013 and 2014 were met, resulting in vesting of the option as to all 157,500 shares.

Remarks:

President & Chief Executive Officer

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.