

SUN COMMUNITIES INC
Form 4
March 15, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SHIFFMAN GARY A

(Last) (First) (Middle)
27777 FRANKLIN ROAD, SUITE 200
(Street)

SOUTHFIELD, MI 48034

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SUN COMMUNITIES INC [SUI]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2017

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)
Chairman & CEO

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK, \$0.01 PAR VALUE | 03/01/2017 | | F | | 1,562 | D | \$ 0 |
| COMMON STOCK, \$0.01 PAR VALUE | 03/14/2017 | | A | | 150,000 (2) | A | \$ 0 |
| COMMON STOCK, \$0.01 PAR VALUE | | | | | 453,841 | I | Shares held by LLC (3) |

COMMON
STOCK,
\$0.01 PAR
VALUE

86,810 I

Owned by
irrevocable
trust ⁽⁴⁾

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHIFFMAN GARY A 27777 FRANKLIN ROAD SUITE 200 SOUTHFIELD, MI 48034 | X | | Chairman & CEO | |

Signatures

Gary A. Shiffman 03/15/2017

**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) Adjusted to reflect direct ownership of 2,475 shares unintentionally omitted from prior Form 4 filings.

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- Restricted stock. 75,000 of the shares are subject to time vesting and vest as follows: 15,000 shares vest on March 14, 2020; 22,500
- (2) shares vest on March 14, 2021; 26,250 shares vest on March 14, 2022; 7,500 shares vest on March 14, 2023; and 3,750 shares vest on March 14, 2024. 75,000 of the shares are subject to performance vesting based on certain market and financial performance criteria.
 - (3) Owned by certain limited liability companies of which the reporting person is a member and a manager.
 - (4) Owned by irrevocable trust of which the reporting person is not a trustee.

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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