

SUTRON CORP  
Form 5  
May 20, 2014

**FORM 5**

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

OMB APPROVAL  
OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
McQuivey Raul S

2. Issuer Name and Ticker or Trading Symbol  
SUTRON CORP [STRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President, CEO

22400 DAVIS DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

STERLING, VA 20164

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | 12/27/2013                           |  | G4                             | 10,000 D  | \$ (1) 874,186   | I  | By Raul S. McQuivey Trust dated 3/24/1999 (2)         |
| Common Stock                    | 01/01/2013                           |  | M4(3)                          | 1,500 A   | \$ 5.1 874,186   | D  |   |

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

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SEC 2270 (9-02)

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit (RSU)                | Â  | 01/01/2013                           | Â  | M4                             | Â 1,500   | Â (5)  | Common Stock  | 1,500                         |
| Restricted Stock Unit (RSU)                | Â  | 01/01/2013                           | Â  | D4                             | Â 1,500<br>(6)  | Â (5)  | Common Stock  | 1,500                         |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| McQuivey Raul S<br>22400 DAVIS DRIVE<br>STERLING, VA 20164 | Â X           | Â         | Â Chairman, President, CEO | Â     |

## Signatures

/s/ Raul S. McQuivey 05/20/2014

\*\*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) Transaction amount represents a bona fide gift contribution to the Church of Jesus Christ of Latter Day Saints.
- (2) Mr. McQuivey holds 292,500 shares of Sutron Corp common stock through the Raul S. McQuivey Trust dated 3/24/1999 following the transaction reported in Table I.  
Represents the conversion upon vesting of restricted stock units into common stock. On May 9, 2012, the reporting person was granted
- (3) 6,000 restricted stock units, of which 1/4th of the shares subject to the restricted stock units vested on January 1, 2013. Such grant of restricted stock units is reported in Table II on a separate Form 4 filed with the Securities and Exchange Commission.
- (4) Each restricted stock unit is the economic equivalent of one share of Sutron Corp common stock.

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- (5) On May 9, 2012, the reporting person was granted 6,000 restricted stock units, of which 1/4th of the shares subject to the restricted stock units vested on January 1, 2013. The common stock into which such vested restricted stock units converted on January 1, 2013 is reported in Table I on this Form 4. The initial grant of restricted stock units vests in blocks of 1/4 if certain performance and employment goals are met.
- (6) On January 1, 2013, the disposition of 1500 restricted stock units representing 1/4 of the May 9, 2012 grant took place without vesting as performance goals required for vesting were not met.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.