

Birkett Sharon E.
Form 4
June 04, 2018

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

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 *
Birkett Sharon E.

2. Issuer Name and Ticker or Trading Symbol
MULTI COLOR Corp [LABL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4053 CLOUGH WOODS DR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

BATAVIA, OH 45103

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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		
Common Stock	05/31/2018		M		8,500	A	\$ 13.31 13,236	D	
Common Stock	05/31/2018		M		5,000	A	\$ 19.17 18,236	D	
Common Stock	05/31/2018		S		13,500	D	\$ 68.902 4,736 (1)	D	
Common Stock							4,404	I	By 401(k) plan

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Options to purchase	\$ 13.31	05/31/2018		M	8,500	08/11/2011 ⁽²⁾ 08/11/2020	Common Stock	8,500
Options to purchase	\$ 19.17	05/31/2018		M	5,000	05/22/2013 ⁽⁴⁾ 05/22/2022	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Birkett Sharon E. 4053 CLOUGH WOODS DR BATAVIA, OH 45103			Chief Financial Officer	

Signatures

/s/ Sharon E. Birkett, by Jocelyn F. Manning,
Attorney-in-Fact

06/04/2018

**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 price reported in Column 4 is the weighted average purchase price. This transaction was executed in multiple trades at prices ranging from \$68.00 to \$69.30. The reporting person undertakes to provide to the SEC staff, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

(2)

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500 options became exercisable on 8/11/2011, and 2,000 options became exercisable on each of 8/11/2012, 8/11/2013, 8/11/2014 and 8/11/2015.

(3) Granted pursuant to the 2003 Stock Incentive Plan of Multi-Color Corporation.

(4) 1,000 options became exercisable on each of 5/22/2013, 5/22/2014, 5/22/2015, 5/22/2016 and 5/22/2017.

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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