

MCKEE LYNN
Form 4
March 12, 2019

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 *
MCKEE LYNN

2. Issuer Name and Ticker or Trading Symbol
Aramark [ARMK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ARAMARK, 2400 MARKET STREET

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

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

EVP, Human Resources

(Street)
PHILADELPHIA, PA 19103

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/08/2019 | | M | | 100,000 | A | \$ 9.48 |
| Common Stock | 03/08/2019 | | F ⁽²⁾ | | 56,085 | D | \$ 29.53 |
| Common Stock | 03/08/2019 | | S | | 43,915 | D | \$ 29.5772 ⁽³⁾ |
| Common Stock | | | | | | I | 50,000 |
| Common Stock | | | | | | I | 20,614 |

See footnote ⁽⁴⁾
By trusts

Common
Stock

Common
Stock

93,430 ⁽¹⁾ I

By
Grantor
Retained
Annuity
Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 9.48 | 03/08/2019 | | M | 100,000 | ⁽⁵⁾ 03/02/2020 | Common Stock 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKEE LYNN ARAMARK 2400 MARKET STREET PHILADELPHIA, PA 19103 | | | EVP, Human Resources | |

Signatures

/s/ Robert T. Rambo, as
Attorney-in-fact

03/12/2019

__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) Reflects a transfer by the Reporting Person of 93,430 shares into a grantor retained annuity trust.

(2) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options.

The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$29.46 to \$29.69, inclusive. The reporting person undertakes to provide to Aramark, any security holder of Aramark, 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.

(4) These shares are held by a limited partnership for which Ms. McKee serves as a general partner.

Represents stock options from an initial grant of 150,000 stock options of which 18,750 vested on March 2, 2011; 37,500 vested on

(5) March 2, 2012; 18,750 vested on March 2, 2013; 37,500 vested on March 2, 2014; and 37,500 vested upon the Issuer's achievement of certain stock price targets during 2013 and 2014.

Remarks:

The reporting person disclaims beneficial ownership of all indirectly held securities except to the extent of her pecuniary interest.

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.