

LARSON KEVIN P
Form 4
August 10, 2012

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 *
LARSON KEVIN P

2. Issuer Name and Ticker or Trading Symbol
UNS Energy Corp [UNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

88 E. BROADWAY, HQE910

08/08/2012

SVP, CFO and Treasurer

(Street)

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

TUCSON, AZ 85701

(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	08/08/2012		S		4,353	D	\$ 41.13 <u>(1)</u>
Common Stock	08/10/2012		M		5,000	D	\$ 26.11
Common Stock	08/10/2012		S		5,000	D	\$ 40.6 <u>(4)</u>
Common Stock						I	3,050.29 <u>(2)</u>

By 401(k) plan

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

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The total reported holding shown includes shares acquired by reinvesting dividends in unreported transactions pursuant to UNS Energy Corporation's dividend reinvestment program.

- (3) The options vested in 3 equal installments on February 12, 2009, 2010 and 2011.

The price reported in Table I, Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging

- (4) from \$40.57 to \$40.65, inclusive. The reporting person undertakes to provide to UNS Energy Corporation ("UNS"), any security holder of UNS, 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 Footnote (4) to this Form 4.

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.