

MANSFIELD WILLIAM L  
Form 4  
May 22, 2013

**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 \*  
MANSFIELD WILLIAM L

(Last) (First) (Middle)

115 PERIMETER CENTER  
PLACE, SUITE 460

(Street)

ATLANTA, GA 30346

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/21/2013

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)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
AXLL Common Stock	05/21/2013		A		2,053 (1)	A	\$ 0 3,873 D
AXLL Common Stock	05/21/2013		A		1,642 (2)	A	\$ 0 5,515 D
AXLL Common Stock							5,000 I

By the  
William L.  
Mansfield  
Living  
Trust (3)

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

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MANSFIELD WILLIAM L  
115 PERIMETER CENTER PLACE, SUITE 460 X  
ATLANTA, GA 30346

## Signatures

/s/ William L.  
Mansfield 05/22/2013

\_\_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) These restricted stock units ("RSUs") vest on the earlier of the first anniversary of the grant date or the day before the issuer's 2014 annual meeting of stockholders, subject to the terms of the RSU agreement between the issuer and the reporting person.
 

The reporting person has elected to receive these RSUs in lieu of the annual cash retainer of \$80,000 that he otherwise would receive for his service on the issuer's board of directors. Subject to the terms of the RSU agreement between the issuer and the reporting person, the RSUs vest on the first anniversary of the grant date.
- (2) The reporting person has elected to receive these RSUs in lieu of the annual cash retainer of \$80,000 that he otherwise would receive for his service on the issuer's board of directors. Subject to the terms of the RSU agreement between the issuer and the reporting person, the RSUs vest on the first anniversary of the grant date.
- (3) The reporting person and his spouse are the trustees of the William L. Mansfield Living Trust.

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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