AXIALL CORP/DE/

Form 4

February 20, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

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Estimated average burden hours per response...

5. Relationship of Reporting Person(s) to

563

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

AXLL

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

THOMPSON GREGORY C			Symbol AVIALL CORPORTATION				C	Issuer (Check all applicable)			
(Lost)		AXIALL CORP/DE/ [AXLL]									
(Last) (First) (Middle) 115 PERIMETER CENTER PLACE, SUITE 460			3. Date of Earliest Transaction (Month/Day/Year) 02/19/2013					Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer			
	(Street)		4. If Amendment, Date Orig			1		6. Individual or Joint/Group Filing(Check			
ATLANTA, GA 30346			Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Execution	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A)			of (D)	Securities Ownership In Beneficially Form: Direct Be Owned (D) or O Following Indirect (I) (Is Reported (Instr. 4) Transaction(s)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
AXLL Common Stock	02/19/2013			S	32,700	D	\$ 60.63 (1)	114,364	D		
AXLL Common Stock	02/19/2013			S	3,500	D	\$ 59.52	110,864	D		
AXLL Common Stock	02/19/2013			S	2,200	D	\$ 59.68	108,664 (2)	D		

By 401(k)

Stock

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

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Relationships

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Day/ (Month/Day/	6. Date Exercisable and Expiration Date (Month/Day/Year)		e and nt of lying ties 3 and 4)	8. Price o Derivativ Security (Instr. 5)
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
THOMPSON GREGORY C			Chief	
115 PERIMETER CENTER PLACE, SUITE 460			Financial	
ATLANTA, GA 30346			Officer	

Signatures

Gregory C.
Thompson

**Signature of Parts

**Signature of Date
Reporting Person

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) This price is a weighted average price. These 32,700 shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.95.
 - These securities are vested shares of Axiall Corporation common stock. Additional shares of Axiall Corporation common stock may be issued to the reporting person upon the vesting of performance restricted stock units that have been granted to him by Axiall Corporation.
- (2) The actual, aggregate number of shares that may be issued to the reporting person upon the vestings of the performance restricted stock units ranges from 0 to 66,949 shares, with 44,633 shares being issued at the "target" level, and depends solely on the price performance of the Company's common stock.

Reporting Owners 2

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