

Howell Peyton R
Form 4
November 13, 2017

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 *
Howell Peyton R

2. Issuer Name and Ticker or Trading Symbol
AMERISOURCEBERGEN CORP
[ABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 MORRIS DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2017

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

CHESTERBROOK, PA 19087

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 | 11/08/2017 | | M | 1,200 (1) A \$ 37.37 | 38,335 | D | |
| Common Stock | 11/08/2017 | | S | 1,200 (1) D \$ 74.87 | 37,135 | D | |
| Common Stock | 11/08/2017 | | M | 1,800 (1) A \$ 40.21 | 38,935 | D | |
| Common Stock | 11/08/2017 | | S | 1,800 (1) D \$ 74.87 | 37,135 | D | |
| Common Stock | 11/10/2017 | | M | 2,705 (2) A \$ 0 | 45,699 (3) | D | |

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Common Stock 11/10/2017 F 1,237 D \$ 75 44,462 ⁽³⁾ D

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (Right to Buy) | \$ 37.37 | 11/08/2017 | | M | 1,200 ⁽¹⁾ | 03/01/2013 ⁽⁴⁾ 03/01/2019 | Common Stock 1 |
| Non-qualified Stock Option (Right to Buy) | \$ 40.21 | 11/08/2017 | | M | 1,800 ⁽¹⁾ | 11/14/2013 ⁽⁵⁾ 11/14/2019 | Common Stock 1 |
| Restricted Stock Units | <u>(2)</u> <u>(6)</u> | 11/10/2017 | | M | 2,705 | 11/12/2017 11/12/2021 | Common Stock 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Howell Peyton R 1300 MORRIS DRIVE CHESTERBROOK, PA 19087 | Director 10% Owner Officer Other Executive Vice President |

Signatures

John G. Chou for Peyton R. Howell 11/13/2017

 **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) The exercise of stock options and the sale of common stock reflected in this Form 4 were pursuant to a Rule 10b-5 trading plan dated August 21, 2017 governing stock options scheduled to expire on March 1, 2019 and November 14, 2019
- (2) Annual grant of restricted stock units that vests 100% on the third anniversary of the date of grant for no consideration.
- (3) Balance reflects approximately 5,859 shares of common stock inadvertently omitted from the reporting party's Form 3 report on August 19, 2011.
- (4) Exercisable in four equal annual installments on 03/01/13, 03/01/14, 03/01/15 and 03/01/2016
- (5) Exercisable in four equal annual installments on 11/14/13, 11/14/14, 11/14/15 and 11/14/16
- (6) Annual grant of restricted stock units received for no consideration and vests 100% on the third anniversary of the date of grant

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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