

CAMBREX CORP

Form 4

February 14, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLOSK STEVEN M

(Last) (First) (Middle)

ONE MEADOWLND S PLAZA

(Street)

EAST RUTHERFORD, NJ 07073

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAMBREX CORP [CBM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/10/2017

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)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/10/2017		S	Amount (1) 49,266	(A) or (D) D 52.624 (2)	109,062	D
Common Stock	02/10/2017		S	Amount (3) 1,912	(A) or (D) D 53.355 (3)	107,150	D
Common Stock	02/13/2017		M	Amount (5) 12,000	(A) or (D) A \$ 5.72	119,150	D
Common Stock	02/13/2017		S	Amount (5) 11,900	(A) or (D) D 52.089 (4)	107,250	D

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Common Stock 02/13/2017 S 100 ⁽⁵⁾ D \$ 52.75 107,150 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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 5.72	02/13/2017		M	12,000	⁽⁶⁾ 10/18/2018	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLOSK STEVEN M ONE MEADOWLANDS PLAZA EAST RUTHERFORD, NJ 07073	X		President & CEO	

Signatures

/s/ Danielle Mann for Steven Klosk by POA 02/13/2017

____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) Broker-assisted sale of which 38,936 shares sold were to cover the payment of withholding tax liability arising from the settlement of a performance share award granted on February 7, 2017
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.25 to \$53.20 inclusive. The reporting person undertakes to provide to Cambrex Corporation, any security holder of

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Cambrex Corporation, or 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 2 to this Form 4

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.35 to \$53.40 inclusive. The reporting person undertakes to provide to Cambrex Corporation, any security holder of Cambrex Corporation, or 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 3 to this Form 4

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.73 to \$52.70 inclusive. The reporting person undertakes to provide to Cambrex Corporation, any security holder of Cambrex Corporation, or 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 3 to this Form 4

(5) The exercise of stock options and sale of corresponding shares reported herein was carried out pursuant to a plan of disposition adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934

(6) The option representing a right to purchase 100,000 shares became exercisable in four equal installments beginning October 18, 2012, which was the first anniversary of the date on which the option was granted

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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