Gupta Shalabh Form 4 January 03, 2019

FORM 4

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

Check this box subject to

if no longer 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 * Gupta Shalabh

(Last) (Middle) (First)

801 LAKEVIEW DRIVE, SUITE 100

(State)

(Street)

BLUE BELL, PA 19422

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

UNISYS CORP [UIS]

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

01/01/2019

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(City)

Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

4. Securities

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Vice President and Treasurer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

> (I) (Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Following

Reported

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Estimated average

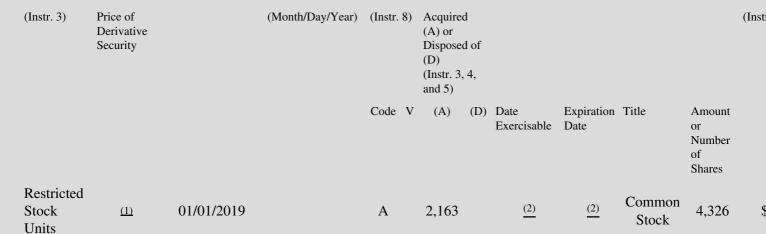
burden hours per

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gupta Shalabh 801 LAKEVIEW DRIVE

SUITE 100 BLUE BELL, PA 19422 Vice President and Treasurer

Signatures

John M. Armbruster, attorney-in-fact

**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) Each restricted stock unit represents a contingent right to receive two shares of Unisys Corporation common stock.

01/03/2019

Performance-based restricted stock units ("PB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three year period based on Unisys Corporation's relative total shareholder return compared to the Russell 2000 Index from January 1, 2018 through December 31,

(2) 2018, 2019 and 2020, respectively, and then such PB-RSUs would vest on February 12, 2019, 2020 and 2021, respectively. This report only relates to the PB-RSUs the reporting person earned during the 2018 performance period. All shares resulting from such earned PB-RSUs will vest on February 12, 2019.

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.

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