

J M SMUCKER Co
Form 4
June 10, 2016

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 *
Penrose Jill R

(Last) (First) (Middle)

ONE STRAWBERRY LANE

(Street)

ORRVILLE, OH 44667

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
J M SMUCKER Co [SJM]

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2016

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)

SVP, Human Resources

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 Shares | 06/08/2016 | | F | 241 ⁽¹⁾ D | \$ 132.46 3,598 | D | |
| Common Shares | 06/08/2016 | | A | 4,557 ⁽²⁾ A | \$ 0 8,155 | D | |
| Common Shares | | | | | 2,035.487 | I | 401(k) ⁽³⁾ |
| Common Shares | | | | | 1,038.616 | I | ESOP ⁽⁴⁾ |

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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Penrose Jill R ONE STRAWBERRY LANE ORRVILLE, OH 44667 | | | SVP, Human Resources | |

Signatures

/s/ Jeannette L. Knudsen, POA 06/10/2016

**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) Smucker common shares withheld by the Company to satisfy tax liability upon the vesting of restricted stock or restricted stock units, pursuant to The J. M. Smucker Company 2010 Equity and Incentive Compensation Plan.
Restricted stock and restricted stock units granted pursuant to The J. M. Smucker Company 2010 Equity and Incentive Compensation Plan generally become unrestricted upon the fourth anniversary of the grant date. The Plan also provides that restricted stock and
- (2) restricted stock units will vest immediately when a participant reaches the age of 60 and the participant has at least 10 years of service with the Company, although 50% of any such restricted stock awards continue to be subject to a 4-year retention period even in the event of retirement.
- (3) This amount includes shares acquired under (i) the Company's 401(k) plan since the date of the reporting person's last ownership report and (ii) the Company's dividend reinvestment plan as administered by its transfer agent.

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(4) This amount includes shares acquired under the Company's dividend reinvestment plan, as administered by its transfer agent.

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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