

Ratliff Christopher A.  
Form 4  
March 28, 2018

**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 \*  
Ratliff Christopher A.

(Last) (First) (Middle)  
425 N. MARTINGALE ROAD, SUITE 1000  
(Street)

SCHAUMBURG, IL 60173

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SPARTON CORP [SPA]

3. Date of Earliest Transaction (Month/Day/Year)  
03/23/2018

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
VP - Information Technology

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_X\_ 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 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  | (D)  | Price                             |

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

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SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|------------------------------|------------------------------------|------------------|------------|---|------|---|-------|-----|---------------------|--------------------|-----------------|--|
| Restricted<br>Stock<br>Units | (1)                                | 03/23/2018       |            | D   |      |   | 9,252 |     | (2)                 | (2)                | Common<br>Stock | 9,252                                  |
| Stock<br>Option              | \$ 26.86                           | 03/23/2018       |            | D   |      |   | 558   |     | (3)                 | 09/11/2024         | Common<br>Stock | 558                                    |
| Stock<br>Option              | \$ 23.02                           | 03/23/2018       |            | D   |      |   | 1,992 |     | (4)                 | 09/10/2025         | Common<br>Stock | 1,992                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| Ratliff Christopher A.<br>425 N. MARTINGALE ROAD<br>SUITE 1000<br>SCHAUMBURG, IL 60173 |               |           | VP -<br>Information<br>Technology |       |

## Signatures

Carrie Leahy, Attorney-in-Fact by Power of Attorney 03/28/2018

\_\_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 one share of Sparton Corporation common stock or cash at the election of the Compensation Committee.
- (2) The Restricted Stock Units vest over a period of approximately four years, provided certain performance criteria are met.
- (3) The Stock Option vests at a rate of 25% per year commencing on September 11, 2015 and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.
- (4) The Stock Option vests at a rate of 25% per year commencing on September 10, 2016 and 25% on each subsequent anniversary date until 100% vested. The option shares are exercisable as soon as they have vested.

### Remarks:

Reporting Person's employment terminated 03/23/2018.

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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