

Knudsen Jeannette L  
Form 4  
May 31, 2018

**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 \*  
Knudsen Jeannette L

(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)

05/29/2018

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 \_\_\_\_ Other (specify  
below) below)

SVP, GC &amp; Secretary

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                                     |

## Edgar Filing: Knudsen Jeannette L - Form 4

| (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 |  |
| Option<br>Common<br>Shares | \$ 111.86                          | 05/29/2018       | A          |                                                                     | 3,333<br><u>(1)</u> |     | 05/29/2018          | 03/19/2025         | Common<br>Shares | 3,333                                  |  |
| Option<br>Common<br>Shares | \$ 111.86                          |                  |            |                                                                     |                     |     | 06/15/2017          | 03/19/2025         | Common<br>Shares | 6,667                                  |  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                     |       |
|------------------------------------------------------------------|---------------|-----------|---------------------|-------|
|                                                                  | Director      | 10% Owner | Officer             | Other |
| Knudsen Jeannette L<br>ONE STRAWBERRY LANE<br>ORRVILLE, OH 44667 |               |           | SVP, GC & Secretary |       |

## Signatures

/s/ Jeannette L.  
Knudsen, POA

05/31/2018

\*\*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).

On March 19, 2015, the reporting person was granted a performance-based non-statutory stock option to purchase 20,000 shares of common stock. The option vests in 3 equal annual installments based 50% on the Company's achievement of "synergy realization"

- (1) performance objectives and 50% on the Company's achievement of EBITDA performance objectives for each of the fiscal years ending April 30, 2016, 2017, and 2018. The "synergy realization" objective for the fiscal year ending April 30, 2018 was met, resulting in vesting of one-sixth of the total shares subject to the option.

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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