

Morales Vincent J
Form 4
February 22, 2019

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 *
Morales Vincent J

(Last) (First) (Middle)

PPG INDUSTRIES, INC., ONE PPG PLACE

(Street)

PITTSBURGH, PA 15272

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PPG INDUSTRIES INC [PPG]

3. Date of Earliest Transaction (Month/Day/Year)
02/20/2019

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)

Senior VP & CFO

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------|---|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/20/2019 | | A ⁽¹⁾ | | 160 | A | \$ 0 ⁽¹⁾ | 10,721 | D | |
| Common Stock | 02/20/2019 | | A ⁽²⁾ | | 980 | A | \$ 0 ⁽²⁾ | 11,701 | D | |
| Common Stock | 02/20/2019 | | F | | 351 | D | \$ 109.74 | 11,350 | D | |
| Common Stock | | | | | | | | 6,151 ⁽³⁾ | I | By 401(k) Plan |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option ⁽⁴⁾ | \$ 109.74 | 02/20/2019 | | A | 19,259 | 02/20/2022 | 02/19/2029 | Common Stock | 19,259 |
| Phantom Stock Units | <u>(5)</u> | 02/20/2019 | | A | 1.486 | <u>(6)</u> | <u>(6)</u> | Common Stock | 1.486 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morales Vincent J PPG INDUSTRIES, INC. ONE PPG PLACE PITTSBURGH, PA 15272 | | | Senior VP & CFO | |

Signatures

/s/ Greg E. Gordon, Attorney-in-Fact for Vincent J. Morales

02/22/2019

**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) Settlement of 2016 total shareholder return contingent shares award.
- (2) Settlement of 2016 restricted stock unit performance award.
- (3) Total amount of shares held for the reporting person in the reporting person's account in the PPG Industries Employee Savings Plan as of February 20, 2019.

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- (4) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive Plan.
- (5) The security converts to common stock on a one-for-one basis.
- (6) After termination of employment with PPG.
- (7) Total of all phantom stock units held by the reporting person in the PPG Industries, Inc. Deferred Compensation Plan.

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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