

El Sadany Tarek
Form 4
February 12, 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 *
El Sadany Tarek

(Last) (First) (Middle)

801 LAKEVIEW DRIVE, SUITE
100

(Street)

BLUE BELL, PA 19422

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNISYS CORP [UIS]

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

02/09/2018

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) below)

Senior Vice President

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	02/09/2018		M		6,218	A \$ 0	24,270 D
Common Stock	02/09/2018		F		2,150	D \$ 9.9	22,120 D
Common Stock	02/09/2018		M		5,520	A \$ 0	27,640 D
Common Stock	02/09/2018		F		1,908	D \$ 9.9	25,732 D
Common Stock	02/09/2018		M		7,226	A \$ 0	32,958 D

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Common Stock	02/09/2018	F	2,498	D	\$ 9.9	30,460	D
Common Stock	02/09/2018	M	7,163	A	\$ 0	37,623	D
Common Stock	02/09/2018	F	2,476	D	\$ 9.9	35,147	D

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 or Value of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	
Restricted Stock Units	(1)	02/09/2018		M		7,163	(2)	(2)
Restricted Stock Units	(3)	02/09/2018		M		5,520	(4)	(4)
Restricted Stock Units	(5)	02/09/2018		M		5,520	(6)	(6)
Restricted Stock Units	(3)	02/09/2018		M		7,163	(7)	(7)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

El Sadany Tarek
801 LAKEVIEW DRIVE
SUITE 100
BLUE BELL, PA 19422

Senior Vice President

Signatures

John Armbruster, attorney
in fact

02/09/2018

__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 0.868 shares of Unisys common stock.

Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Compensation Plan. The PB-RSUs are earned one-third annually to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019, respectively (or if such day does not fall on a trading day, the immediately preceding trading day). This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.

(3) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

(4) Time-based restricted stock units granted under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 9, 2018.

(5) Each restricted stock unit represents a contingent right to receive 1.309 shares of Unisys Corporation common stock.

Performance-based restricted stock units ("PB-RSUs") granted on February 9, 2017 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. PB-RSUs are earned one-third annually over a three year period to the extent Unisys

(6) Corporation achieves a performance goal relating to operating profit for that year in each of 2017, 2018, and 2019, respectively, and then such earned PB-RSUs vest on February 9, 2018, 2019 and 2020, respectively. This report only relates to the PB-RSUs the reporting person earned based on the 2017 performance goal. All shares resulting from such earned PB-RSUs vested on February 9, 2018.

(7) Time-based restricted stock units granted under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 11, 2017.

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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