

Schmidtlein Michael J
 Form 4
 January 02, 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 *
 Schmidtlein Michael J

2. Issuer Name and Ticker or Trading Symbol
 EnerSys [ENS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2366 BERNVILLE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/28/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President & CFO

READING, PA 19605

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 12/28/2018 | | A | | 32.6637 (1) | A | \$ 0 90,841.7786 |
| Common Stock | 12/28/2018 | | A | | 6.7421 (2) | A | \$ 0 90,848.5207 |
| Common Stock | 12/28/2018 | | A | | 21.9541 (3) | A | \$ 0 90,870.4748 |
| Common Stock | 12/28/2018 | | A | | 6.9401 (4) | A | \$ 0 90,877.4149 |
| Common Stock | 12/28/2018 | | A | | 14.5516 (5) | A | \$ 0 90,891.9664 |

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| | | | | | | | |
|--------------|------------|---|-----------------------|---|------|-------------|---|
| Common Stock | 12/28/2018 | A | <u>10.1116</u> (6) | A | \$ 0 | 90,902.078 | D |
| Common Stock | 12/28/2018 | A | <u>8.8148</u> (7) | A | \$ 0 | 90,910.8928 | D |
| Common Stock | 12/28/2018 | A | <u>11.0997</u> (8) | A | \$ 0 | 90,921.9925 | 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schmidtlein Michael J 2366 BERNVILLE ROAD READING, PA 19605 | | | Executive Vice President & CFO | |

Signatures

Karen J. Yodis, by Power of Attorney
 01/02/2019
 **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) These shares were granted in the form of Market Share Units ("MSUs"), in connection with the cash dividend paid on December 28, 2018 to stockholders of record as of December 14, 2018 (the "Dividend"), with respect to 16,517 MSUs granted to the reporting person on May 12, 2015, and adjusted for vesting on May 12, 2018 and previously declared and paid cash dividends. These MSUs will be payable concurrently with the underlying MSUs.

(2) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 2,864 unvested RSUs granted to the reporting person on May 16, 2016, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

(3) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 9,326 PSUs granted to the reporting person on May 16, 2016, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

(4) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 2,977 unvested RSUs granted to the reporting person on May 9, 2017, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

(5) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 6,242 PSUs granted to the reporting person on May 9, 2017, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

(6) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 4,390 RSUs granted to the reporting person on August 13, 2018, and adjusted for a previously declared and paid cash dividend. These RSUs will vest and are payable concurrent with the underlying RSUs.

(7) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 3,827 PSUs granted to the reporting person on August 13, 2018, and adjusted for a previously declared and paid cash dividend. These PSUs will vest and are payable concurrent with the underlying PSUs.

(8) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 4,819 PSUs granted to the reporting person on August 13, 2018, and adjusted for a previously declared and paid cash dividend. These PSUs will vest and are payable concurrent with the underlying PSUs.

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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