

SEKMAKAS VIKTORAS R
Form 4
February 22, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SEKMAKAS VIKTORAS R

(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)
01/31/2013

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)

Executive 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/31/2013 | | I | V Amount 633,9415 (1) | (A) or (D) Price \$ 0 3,615.7635 (2) | I | By 401(k) Plan |
| Common Stock | 02/20/2013 | | A(3) | 2,750 | A \$ 0 (3) | D | |
| Common Stock | 02/20/2013 | | A(4) | 4,500 | A \$ 0 (4) | D | |

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

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number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options ⁽⁵⁾ | \$ 131.51 | 02/20/2013 | | A | 15,225 | 02/20/2016 02/19/2023 | Common Stock | 15,225 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SEKMAKAS VIKTORAS R PPG INDUSTRIES, INC. ONE PPG PLACE PITTSBURGH, PA 15272 | | | Executive Vice President | |

Signatures

Greg E. Gordon, Attorney-in-Fact for Viktoras R. Sekmakas
Date: 02/22/2013

__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) The reporting person tendered 4231.6251 shares of common stock of PPG Industries, Inc. ("PPG") in an exchange offer commenced by PPG on December 27, 2012 in exchange for 3.2562 shares of common stock of Eagle Spinco Inc. ("Splitco") per share of PPG stock tendered, which is adjusted by a proration factor. On January 31, 2013, PPG announced a final proration factor of 14.986286% for the exchange offer. In connection with the previously announced merger of a wholly owned subsidiary of Axiall Corporation with Splitco, each share of Splitco common stock received by the reporting person in the exchange offer converted automatically into one share of Axiall Corporation common stock.
- (2) 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, 2013.
- (3) Settlement of 2010 total shareholder return contingent shares awards.
- (4) Settlement of 2010 restricted stock unit performance awards.
- (5) Right to buy granted under the PPG Industries, Inc. Amended and Restated Omnibus Incentive 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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