

Loadman Thomas D
 Form 4
 March 06, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Loadman Thomas D

(Last) (First) (Middle)
 436 SEVENTH AVENUE
 (Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Koppers Holdings Inc. [KOP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/02/2018

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)
 SVP, N. American, RPS

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	03/02/2018		A		5,606	A	\$ 0 41,697.7302	D
Common Stock	03/02/2018		M		462	A	\$ 0 (1) 42,159.7302	D
Common Stock	03/02/2018		A		25,376	A (2)	\$ 0 67,535.7302	D
Common Stock	03/02/2018		F		11,727	D (3)	\$ 41.6 (4) 55,808.7302	D

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 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
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (Rights to Buy)	\$ 41.6	03/02/2018		A	14,264	<u>(5)</u> 03/02/2028	Common Stock	14,264
Restricted Stock Units	<u>(1)</u>	03/02/2018		M	462	<u>(6)</u> <u>(6)</u>	Common Stock	462

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Loadman Thomas D 436 SEVENTH AVENUE PITTSBURGH, PA 15219			SVP, N. American, RPS	

Signatures

/s/Steven R. Lacy,
Attorney-in-Fact

03/06/2018

 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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Represents previously granted performance share units for which the performance criteria for the three-year performance period of 2015 through 2017 have been satisfied.

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- (3) Shares surrendered to the issuer by the reporting person as payment for the tax withholding related to the vesting of time-based and performance-based restricted stock units.
Includes 500 shares of Koppers Holdings Inc. common stock acquired pursuant to the Koppers Holdings Inc. Employee Stock Purchase
- (4) Plan ("ESPP") as of December 29, 2017, the date of the latest available statement of the reporting person's ESPP Holdings. These acquisitions were exempt under both Rule 16b-3(c) and Rule 16b-3(d).
- (5) The reporting person was granted stock options on March 2, 2018, which will vest 100 percent upon the first anniversary of the grant date.
- (6) On March 3, 2017, the reporting person was granted restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.