

AXIALL CORP/DE/  
Form 4  
March 10, 2016

**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 \*  
THOMPSON GREGORY C

(Last) (First) (Middle)

1000 ABERNATHY ROAD  
NE, SUITE 1200

(Street)

ATLANTA, GA 30328

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AXIALL CORP/DE/ [AXLL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/08/2016

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)  
Chief Financial Officer

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 (D) Price		
AXLL Common Stock	03/08/2016		A		22,580 (1) \$ 0 201,445	D	
AXLL Common Stock	03/08/2016		A		22,580 (2) \$ 0 224,025	D	
AXLL Common Stock						I	Trust Units
					563		

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)	Amount or Number of Shares
Performance Restricted Stock Units	\$ 0 <sup>(3)</sup>	03/08/2016		A	22,580 <sub>(3)</sub>	<sup>(4)</sup> <sub>(4)</sub>	AXLL Common Stock	22,580 <sub>(3)</sub>
Performance Restricted Stock Units	\$ 0 <sup>(5)</sup>	03/08/2016		A	22,580 <sub>(5)</sub>	<sup>(6)</sup> <sub>(6)</sub>	AXLL Common Stock	22,580 <sub>(6)</sub>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON GREGORY C 1000 ABERNATHY ROAD NE SUITE 1200 ATLANTA, GA 30328			Chief Financial Officer	

## Signatures

/s/ Gregory Thompson 03/10/2016

\_\_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 restricted stock units are scheduled to vest in three equal increments on each of March 8, 2017, March 8, 2018, and March 8, 2019, subject to the terms of the RSU agreement between the issuer and the reporting person.
  - (2) These restricted stock units are scheduled to vest in four equal increments on each of March 8, 2017, March 8, 2018, March 8, 2019, and March 8, 2020, subject to the terms of the RSU agreement between the issuer and the reporting person.

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- Shares of the Company common stock may be issued to the reporting person upon the vesting of the performance restricted stock units, also referred to as "PRsUs." The number of shares of Company common stock shown is the award at the "target" performance level. The actual number of the shares of common stock that may be issued to the reporting person upon vesting ranges from a minimum of zero to a maximum of 45,160 shares, and depends on the relative total shareholder return, or "TSR," for the Company as compared to a company in a peer group that achieves the median TSR performance for the peer group. The TSR for the company and each company in the peer group will be calculated based on annual growth rate over a three-year performance period, from the volume weighted average trading price for each company's common stock for sixty consecutive trading days prior to March 8, 2016 to the sixty consecutive trading days prior to March 8, 2019.
- (3) The PRsUs are expected to vest March 8, 2019. The expiration date of the award of this grant is the same date as the vesting date.
- Shares of the Company common stock may be issued to the reporting person upon the vesting of the performance restricted stock units, also referred to as "PRsUs." The number of shares of Company common stock shown is the award at the "target" performance level. The actual number of the shares of common stock that may be issued to the reporting person upon vesting ranges from a minimum of zero to a maximum of 45,160 shares, and depends on the relative total shareholder return, or "TSR," for the Company as compared to a company in a peer group that achieves the median TSR performance for the peer group. The TSR for the company and each company in the peer group will be calculated based on annual growth rate over a four-year performance period, from the volume weighted average trading price for each company's common stock for sixty consecutive trading days prior to March 8, 2016 to the sixty consecutive trading days prior to March 8, 2020.
- (5) The PRsUs are expected to vest March 8, 2020. The expiration date of the award of this grant is the same date as the vesting date.
- (6) The PRsUs are expected to vest March 8, 2020. The expiration date of the award of this grant is the same date as the vesting 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.