

MATERION Corp  
Form 5  
January 31, 2014

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**GRAMPA JOHN D**

(Last) (First) (Middle)

**6070 PARKLAND BLVD.**

(Street)

**MAYFIELD HTS., OH 44124**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MATERION Corp [MTRN]**

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2013**

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)  
Vice President Finance and CFO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--|--|---|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price  |  |   |   |
| Common Stock                    | 06/01/2012                           | Â  | A4 <sup>(1)</sup>              | 52  | A          | \$ 21.24   | 25,418   | D   | Â |
| Common Stock                    | 09/04/2012                           | Â  | A4 <sup>(1)</sup>              | 52  | A          | \$ 21.36   | 25,470   | D   | Â |
| Common Stock                    | 12/04/2012                           | Â  | A4 <sup>(1)</sup>              | 52  | A          | \$ 20.92   | 25,522   | D   | Â |
| Common Stock                    | 03/06/2013                           | Â  | A4 <sup>(1)</sup>              | 38  | A          | \$ 28.32   | 25,560   | D   | Â |

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|              |            |   |                   |    |   |          |        |   |                     |
|--------------|------------|---|-------------------|----|---|----------|--------|---|---------------------|
| Common Stock | 06/04/2013 | Â | A4 <sup>(1)</sup> | 38 | A | \$ 31.39 | 25,598 | D | Â                   |
| Common Stock | 09/04/2013 | Â | A4 <sup>(1)</sup> | 41 | A | \$ 29.31 | 25,639 | D | Â                   |
| Common Stock | 12/03/2013 | Â | A4 <sup>(1)</sup> | 42 | A | \$ 27.97 | 25,681 | D | Â                   |
| Common Stock | Â          | Â | Â                 | Â  | Â | Â        | 695    | I | Held in 401(k) Plan |
| Common Stock | Â          | Â | Â                 | Â  | Â | Â        | 9,286  | I | Held in trust       |

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

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**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. of D Se O E Is Fi (I    |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable (A) (D)                                 | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                  |       |
|---|---------------|-----------|----------------------------------|-------|
|   | Director      | 10% Owner | Officer                          | Other |
| GRAMPA JOHN D<br>6070 PARKLAND BLVD.<br>MAYFIELD HTS., OH 44124 | Â             | Â         | Â Vice President Finance and CFO | Â     |

## Signatures

Susan J.  
MacDonald/atty-in-fact  
01/31/2014

\*\*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) Reflects dividend equivalents acquired under the dividend equivalent feature of the Issuer's 2006 Stock Incentive Plan (as Amended and Restated as of May 4, 2011.)

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