

Knowles Corp
Form 4
February 22, 2017

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 *
Jackson Thomas G

2. Issuer Name and Ticker or Trading Symbol
Knowles Corp [KN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2017

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior VP & General Counsel

C/O KNOWLES CORPORATION, 1151 MAPLEWOOD DRIVE

(Street)

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

ITASCA, IL 60143

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount | | |
| Common Stock | 02/22/2017 | | M | 21,277 | A | \$ 11.02 | 62,394 D |
| Common Stock | 02/22/2017 | | S | 21,277 | D | \$ 19.3 | 41,117 D |
| Common Stock | 02/17/2017 | | F | 2,210 (1) | D | \$ 19.42 | 38,907 D |
| Common Stock | 02/17/2017 | | F | 1,519 (2) | D | \$ 19.42 | 37,388 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy) | \$ 11.02 | 02/22/2017 | | M | 21,277 | 02/17/2017 ⁽³⁾ 02/16/2023 | Common Stock 21,277 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Thomas G C/O KNOWLES CORPORATION 1151 MAPLEWOOD DRIVE ITASCA, IL 60143 | | | Senior VP & General Counsel | |

Signatures

/s/ Mark Pacioni,
attorney-in-fact

02/22/2017

**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 represent the payment of the tax liability by withholding securities incident to the vesting of a restricted stock grant issued on February 17, 2016 in accordance with Rule 16b-3.
- (2) These shares represent the payment of the tax liability by withholding securities incident to the vesting of a restricted stock grant issued on February 17, 2015 in accordance with Rule 16b-3.
- (3) Option granted under the Knowles Corporation 2014 Equity and Cash Incentive Plan that vests ratably over three years commencing on the first anniversary of the award.

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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