

Orr, III San W.
Form 4
May 20, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Orr, III San W.

(Last) (First) (Middle)

C/O BDT CAPITAL PARTNERS,
LLC, 401 NORTH MICHIGAN
AVENUE, SUITE 3100

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Colfax CORP [CFX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2013

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)

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)
Common Stock, par value \$.001	05/16/2013 ⁽¹⁾		A	828 A \$ 0	7,767	D	
Common Stock, par value \$.001	05/20/2013		J ⁽²⁾	1,383 D \$ 0	6,384	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

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)	8. Date of Transaction (Instr. 3, 4, and 5)
				Code	V	(A)	(D)	
Director Stock Option (right to buy)	\$ 48.29	05/16/2013		A		2,070		05/16/2013 05/15/2020
								Common Stock, par value \$.001
Director Stock Option (right to buy)	\$ 28.92							05/16/2012 05/15/2019
								Common Stock, par value \$.001
								2,070
								3,458

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Orr, III San W. C/O BDT CAPITAL PARTNERS, LLC 401 NORTH MICHIGAN AVENUE, SUITE 3100 CHICAGO, IL 60611	X

Signatures

/s/ San W. Orr,
III 05/20/2013

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) This transaction was an annual grant of restricted stock units to Mr. Orr in connection with his service on the Board of Directors of the Issuer. Mr. Orr has been designated for election to the Issuer's Board of Directors by BDT CF Acquisition Vehicle, LLC (the "Investor"),

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an investor, together with certain related entities, in the Issuer.

(2) On May 20, 2013, Mr. Orr transferred 1,383 shares of Common Stock to the Investor.

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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