### Edgar Filing: Knowles Corp - Form 4

**Knowles** Corp

Form 4	р									
March 11, 20	014									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB APPROVAL			
Washington, D.C. 20549						OMB Number:	3235-0287			
	Check this box if no longer STATEMENT OF CHANCES IN DENEFLICIAL OWNERSHIP OF						Expires:	January 31, 2005		
subject to Section 10 Form 4 or	ubject to       STATEMENT OF CHANGES IN BENEFICIAL OWNERS         Section 16.       SECURITIES				NEKSHIP OF	Estimated a burden hou response	average Irs per			
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17(a)	uant to Section ) of the Public U 30(h) of the I	Jtility Hold	ling Com	pany	Act o	of 1935 or Section	n		
(Print or Type R	Responses)									
Wightman David W. Syn			2. Issuer Name <b>and</b> Ticker or Trading Symbol Knowles Corp [KN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Mi	iddle) 3. Date	3. Date of Earliest Transaction			(Check an applicable)				
C/O KNOW CORPORAT MAPLEWO		(Month/Day/Year) 03/07/2014				Director 10% Owner X Officer (give title Other (specify below) below) Co-President, SC				
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
ITASCA, IL	60143	×		, 			_X_ Form filed by	One Reporting Po More than One Ro		
(City)	(State) (Z	Zip) Tal	ole I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	e of2. Transaction Date2A. Deemed3.ity(Month/Day/Year)Execution Date, ifTran.3)anyCode		f Transacti Code	FransactionAcquired (A) or			SecuritiesHBeneficially(OwnedH	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/07/2014		А	8,128	А	\$0	8,135	D		
Common Stock							32	Ι	By 401(k) Plan	

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Sh
Stock Option (right to buy)	\$ 29.53	03/07/2014		А	13,333	<u>(1)</u>	03/05/2021	Common Stock	13,3
Stock Option (right to buy)	\$ 29.53	03/07/2014		А	16,000	(2)	03/05/2021	Common Stock	16,0
Stock Appreciation Right	\$ 14.28	03/07/2014		А	44,838	03/07/2014	02/11/2020	Common Stock	44,8
Stock Appreciation Right	\$ 22.17	03/07/2014		А	28,874	03/07/2014	02/10/2021	Common Stock	28,8
Stock Appreciation Right	\$ 21.77	03/07/2014		А	29,408	02/09/2015	02/09/2022	Common Stock	29,4
Stock Appreciation Right	\$ 23.92	03/07/2014		А	26,756	02/15/2016	02/14/2023	Common Stock	26,7

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer Co-President, SC	Other		
Wightman David W. C/O KNOWLES CORPORATION 1151 MAPLEWOOD DRIVE ITASCA, IL 60143			Co-President, SC			
Signatures						
/s/ Joseph W. Schmidt, as attorney-in-fact		03/11/2014	4			
**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 options vest in equal parts on the third and fourth anniversaries of March 7, 2014.
- (2) These options vest in equal parts on March 9, 2015, March 7, 2016 and March 7, 2017.

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.