

INSIGNIA SYSTEMS INC/MN

Form 4

March 30, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Cherrey Mark2. Issuer Name and Ticker or Trading
Symbol
INSIGNIA SYSTEMS INC/MN
[ISIG]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

8799 BROOKLYN BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2017____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

Dir. of Finance, PAO-PFO

MINNEAPOLIS, MN 55445

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of
Employee Stock Option (right to buy)	\$ 3.03	03/28/2017			H				05/21/2015 ⁽¹⁾	05/21/2024	Common Stock	
Employee Stock Option (right to buy)	\$ 2.22	03/28/2017			A		10,246		03/28/2017 ⁽³⁾	05/21/2024	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cherrey Mark 8799 BROOKLYN BLVD. MINNEAPOLIS, MN 55445			Dir. of Finance, PAO-PFO	

Signatures

/s/ Mark
Cherrey
03/30/2017
 **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) Scheduled to become exercisable with respect to one-third of the underlying shares on each of May 21, 2015, 2016 and 2017.
- (2) The two transactions reported involve the adjustment of an outstanding stock option to both (i) reduce the exercise price and (ii) increase the underlying shares of common stock to recognize the \$0.70 cash dividend paid to the Issuer's shareholders on January 6, 2017.
- (3) Exercisable with respect to two-thirds of the underlying shares. Scheduled to become exercisable with respect to the remaining one-third of the underlying shares on May 21, 2017.

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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