

Houghton Mifflin Harcourt Co
 Form 4
 March 01, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Colangelo Brook Mickey

(Last) (First) (Middle)

C/O HOUGHTON MIFFLIN
 HARCOURT CO., 222
 BERKELEY STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Houghton Mifflin Harcourt Co
 [HMHC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2016

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)
 See remarks.

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. 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)
				(A) or (D)	Price		
Common Stock	02/26/2016		M	390	A \$ 13.48	37,818	D
Common Stock	02/26/2016		S ⁽¹⁾	390	D \$ 19	37,428	D
Common Stock	02/29/2016		M	6,400	A \$ 13.48	43,828	D
Common Stock	02/29/2016		S ⁽¹⁾	6,400	D \$ 19	37,428	D
	02/29/2016		S ⁽¹⁾	206	D \$ 19	37,222	D

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Common
Stock

Common Stock 03/01/2016 M 1,544 A \$ 13.48 38,766 D

Common Stock 03/01/2016 S⁽¹⁾ 1,544 D \$ 19 37,222 D

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.48	02/26/2016		M	390	⁽²⁾ 07/25/2020	Common Stock	390	
Employee Stock Option (Right to Buy)	\$ 13.48	02/29/2016		M	6,400	⁽²⁾ 07/25/2020	Common Stock	6,400	
Employee Stock Option (Right to Buy)	\$ 13.48	03/01/2016		M	1,544	⁽²⁾ 07/25/2020	Common Stock	1,544	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

