

WSI INDUSTRIES, INC.

Form 4

June 17, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PUDIL MICHAEL J

(Last) (First) (Middle)

213 CHELSEA ROAD

(Street)

MONTICELLO, MN 55362

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

WSI INDUSTRIES, INC. [WSCI]

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

06/13/2013

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/13/2013		M		15,000	A	\$ 5.39	76,927	D
Common Stock	06/13/2013		M		10,000	A	\$ 4.93	86,927	D
Common Stock	06/13/2013		F		24,184	D	\$ 5.5	62,743	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)

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.39	06/13/2013		M	15,000	07/09/2008 ⁽¹⁾ 01/09/2018	Common Stock	15,000
Stock Option (Right to Buy)	\$ 4.93	06/13/2013		M	10,000	07/10/2011 ⁽²⁾ 01/10/2021	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PUDIL MICHAEL J 213 CHELSEA ROAD MONTICELLO, MN 55362	X			

Signatures

By April Hamlin, Attorney-In-Fact for Michael J. Pudil 06/17/2013

__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) Option vests as to 1/3 of the shares 6 months from the date of grant, 1/3 of the shares 18 months from the date of grant, 1/3 of the shares 30 months from the date of grant.
- (2) Option vests as to one-third of the shares on the 6, 18 and 30 month anniversaries of the date of grant, subject to acceleration as provided in Employment Agreement by which all shares vested in full on January 1, 2012.

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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