

Heinrichs Steven S
 Form 4
 September 29, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Heinrichs Steven S

2. Issuer Name and Ticker or Trading Symbol
 Neenah Paper Inc [NP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3460 PRESTON RIDGE ROAD,
 SUITE 600

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/27/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

SVP, General Counsel & Sec

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ALPHARETTA, GA 30005

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common stock | 09/27/2017 | | M | 2,000 (1) | A \$ 42.82 | 18,293 | D |
| Common stock | 09/27/2017 | | S | 2,000 (1) | D \$ 85 | 16,293 | D |
| Common stock | 09/27/2017 | | M | 744 (1) | A \$ 59.72 | 17,037 | D |
| Common stock | 09/27/2017 | | S | 744 (1) | D \$ 85 | 16,293 | D |

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

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(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 (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 Appreciation Rights | \$ 42.82 | 09/27/2017 | | M | 4,030 (1) | (2) 01/27/2024 | Common stock | 4,030 |
| Stock Appreciation Right | \$ 59.72 | 09/27/2017 | | M | 2,499 (1) | (3) 01/26/2025 | Common stock | 2,499 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heinrichs Steven S 3460 PRESTON RIDGE ROAD, SUITE 600 ALPHARETTA, GA 30005 | | | SVP, General Counsel & Sec | |

Signatures

/s/Steven S.
Heinrichs 09/29/2017

**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) This transaction was executed pursuant to a sale in accordance with a Preset Diversification Program (10b5-1 Trading Plan) for Steven S. Heinrichs.
- (2) The stock appreciation rights vest in increments of one third on 01/28/2015, 01/28/2016, and 01/28/2017.

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(3) The stock appreciation rights vest in increments of one third on 01/27/2016, 01/27/2017, and 01/27/2018.

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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