

SHERMAN JENNIFER L  
 Form 4  
 May 14, 2018

**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 \*  
 SHERMAN JENNIFER L

2. Issuer Name and Ticker or Trading Symbol  
 FEDERAL SIGNAL CORP /DE/ [FSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1415 W. 22ND STREET, SUITE 1100

3. Date of Earliest Transaction (Month/Day/Year)  
 05/10/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

(Street)  
 OAK BROOK, IL 60523

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/10/2018                           |  | A                              | (A) or (D)<br>A   | 23,228<br>(1) \$ 0  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 53,641  | I  | held by 401(k) plan (4)           |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right-to-buy)                | \$ 23.14   | 05/10/2018                           |  | A                              | 74,966  | (5) 05/10/2028   | Common Stock 74,966   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| SHERMAN JENNIFER L<br>1415 W. 22ND STREET<br>SUITE 1100<br>OAK BROOK, IL 60523 | X             |           | President & CEO |       |

## Signatures

Jennifer L. Sherman 05/10/2018

\*\*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 represents a restricted stock award. All 23,228 shares vest on 5/10/2021.
- (2) Some shares are subject to restrictions and forfeiture under Company Stock Benefit Plan.
- (3) 583.01 shares were acquired through the dividend reinvestment plan.
- (4) Shares held in account under the Federal Signal Corporation Retirement Savings Plan 401(k) dated January 1, 2007.
- (5) Options become exercisable as to 24,989 shares on 5/10/2019, 24,988 shares on 5/10/2020 and the remaining 24,989 shares on 5/10/2021.

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.