

SIGMATRON INTERNATIONAL INC
 Form 4
 January 10, 2014

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 *
 Frauendorfer Linda K

2. Issuer Name and Ticker or Trading Symbol
 SIGMATRON INTERNATIONAL INC [SGMA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2201 LANDMEIER ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/08/2014

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

ELK GROVE VILLAGE, IL 60007
 (City) (State) (Zip)

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

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 <u>(1)</u>	01/08/2014	01/08/2014	P	1,653 A \$ 3.6	1,653	D	
Common Stock <u>(2)</u>	01/09/2014	01/09/2014	P	4,347 A \$ 3.6	4,347	D	
Common Stock	01/08/2014	01/08/2014	S	1,653 D \$ 5.7181 <u>(3)</u>	0	D	
Common Stock	01/09/2014	01/09/2014	S	4,347 D \$ 5.6634 <u>(4)</u>	0	D	

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.6	01/08/2014	01/08/2014	X	1,653	01/08/2014 07/18/2022	Common Stock	1,653
Stock Option (Right to Buy)	\$ 3.6	01/09/2014	01/09/2014	X	4,347	01/09/2014 07/18/2022	Common Stock	4,347

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frauendorfer Linda K 2201 LANDMEIER ROAD ELK GROVE VILLAGE, IL 60007	X		Chief Financial Officer	

Signatures

/s/Linda
K.Frauendorfer 01/10/2014

**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).

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- (1) Acquired pursuant to the exercise of 1,653 Stock Options on the same date. See below.
- (2) Acquired pursuant to the exercise of 4,347 Stock Options on the same date. See below.
- (3) Average price at which the shares of Common Stock were sold.
- (4) Average price at which the shares of Common Stock were sold.
- (5) 25,000 Stock Options were previously sold in a tender offer on or about 10/01/2013 in a transaction exempted pursuant to Rule 16b-3.

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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