

SULLIVAN JOHN L III  
Form 5  
January 23, 2019

**FORM 5**

**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).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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  
Number: 3235-0362  
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2005  
Estimated average  
burden hours per  
response... 1.0

1. Name and Address of Reporting Person \*  
SULLIVAN JOHN L III

(Last) (First) (Middle)

112 BRIDGE STREET

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
EASTERN CO [EML]

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
12/31/2018

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)

Vice President & CFO

6. Individual or Joint/Group Reporting

(check applicable line)

NAUGATUCK, CT 06770

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	12/31/2018	Â	A	457 A \$ <sup>(1)</sup>	29,265	D	Â

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

**Persons who respond to the collection of information  
contained in this form are not required to respond unless  
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SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights	\$ 19.1	03/02/2017 <sup>(2)</sup>	Â	A	<u>0</u> <sup>(2)</sup>	Â	Â <sup>(2)</sup>	03/02/2022	Common Stock	10,000
Stock Appreciation Rights	\$ 24.9	02/07/2018 <sup>(3)</sup>	Â	A	<u>0</u> <sup>(3)</sup>	Â	Â <sup>(3)</sup>	02/07/2023	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SULLIVAN JOHN L III 112 BRIDGE STREET NAUGATUCK,Â CTÂ 06770	Â Â Â Vice President & CFO Â

## Signatures

/s/John L.  
Sullivan III  
01/23/2019  
Date

\*\*Signature of  
Reporting Person

## 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) 457 shares acquired at various prices for the period 1/1/2018 through 12/31/2018 under The Eastern Company Dividend Reinvestment Plan and The Eastern Company Employee Stock Purchase Plan.  
  
On March 2, 2017, 10,000 stock appreciation rights ("SARs") were granted to the reporting person pursuant to the terms of The Eastern Company 2010 Executive Stock Incentive Plan and a stock appreciation rights agreement, at an exercise price of \$19.10 per SAR. These SARs shall vest and become exercisable as follows (provided the reporting person remains an employee of the issuer on each applicable vesting date, and the issuer meets certain performance thresholds described in the stock appreciation rights agreement): 3,334 of the granted SARs vest on February 1, 2018; 3,333 of the granted SARs vest on February 1, 2019; and 3,333 of the granted SARs vest on February 1, 2020.
- (3) On February 7, 2018, 10,000 stock appreciation rights ("SARs") were granted to the reporting person pursuant to the terms of The Eastern Company 2010 Executive Stock Incentive Plan and a stock appreciation rights agreement, at an exercise price of \$24.90 per SAR. These SARs shall vest and become exercisable on February 1, 2021, provided the reporting person remains an employee of the issuer on the vesting date and the issuer achieves its Book Value Target at the close of December FY 2020.

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.