

KMG CHEMICALS INC  
Form 4  
March 30, 2009

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kremling Ernest C. II

(Last) (First) (Middle)

9555 W SAM HOUSTON  
PARKWAY S, SUITE 600

(Street)

HOUSTON, TX 77099

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
KMG CHEMICALS INC [KMGB]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/02/2008

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Vice President of Operations

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                                                        | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |     |                     |                           |                 |                                        |
|-------------------------------------------------------------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|-----|-----|---------------------|---------------------------|-----------------|----------------------------------------|
|                                                                   |                                    |                  | Code       | V                                                                                               | (A) | (D) | Date<br>Exercisable | Expiration Date           | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Performance<br>Based<br>Restricted<br>Stock<br>Agreement<br>Ser 1 | \$ 0                               | 12/02/2008       | A          |                                                                                                 | 1   |     | 08/01/2011          | 08/01/2011 <sup>(1)</sup> | Common<br>Stock | 1                                      |
| Performance<br>Based<br>Restricted<br>Stock<br>Agreement<br>Ser 2 | \$ 0                               | 12/02/2008       | A          |                                                                                                 | 1   |     | 08/01/2011          | 08/01/2011 <sup>(1)</sup> | Common<br>Stock | 1                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |                                    |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                                         | Director      | 10% Owner | Officer                            | Other |
| Kremling Ernest C. II<br>9555 W SAM HOUSTON PARKWAY S<br>SUITE 600<br>HOUSTON, TX 77099 |               |           | Vice<br>President of<br>Operations |       |

## Signatures

Roger C Jackson POA from Ernest C  
Kremling II

03/30/2009

\_\_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) Vesting is performance based over a measurement period ending 7/31/11. Vested shares are awarded, generally, within two and one-half months after vesting.

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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