RESOURCES CONNECTION INC

Form 4/A

November 04, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

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if no longer

Check this box

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 See Instruction

1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * **DUCHENE KATE W**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

RESOURCES CONNECTION INC [RECN]

(Check all applicable)

(Last) (First) (Middle)

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

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

17101 ARMSTRONG AVENUE

(Street)

09/09/2016

Chief Legal Officer & EVP HR 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

(A)

09/16/2016

X Form filed by One Reporting Person Form filed by More than One Reporting

7. Nature of

Ownership

(Instr. 4)

Indirect

Person

IRVINE, CA 92614

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise Code Securities (Month/Day/Year) any

7. Title and A

Underlying S

(Instr. 3 and

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Date** Title Exercisable Non-Qualified \$ 14.52 Common 09/09/2026(1)(2) **Stock Option** 09/09/2016(1)(2) Α 38,000 (3) (1)(2)Stock

(Month/Day/Year) (Instr. 8) Acquired (A)

Reporting Owners

Price of

(Instr. 3)

(right to buy)

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DUCHENE KATE W 17101 ARMSTRONG AVENUE IRVINE, CA 92614

Chief Legal Officer & EVP HR

Signatures

/s/ Judy Gagnon, as Attorney-in-Fact

11/04/2016

**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).

This amendment is filed to correct the Date of Earliest Transaction, Conversion or Exercise Price of Derivative Security, Transaction Date and Expiration Date as described below. On September 16, 2016, a Form 4 was filed for Kate W. Duchene reporting the grant of 38,000 Non-Qualified Stock Options on September 7, 2016. The date of the grant was actually September 9, 2016. On October 6, 2016, a second Form 4 was filed for Ms. Duchene re-reporting the grant of 38,000 Non-Qualified Stock Options to reflect the correct grant date of September 9, 2016; however, this second Form 4 did not indicate that it was an amendment to the first Form 4 filed on September 16, 2016. (Please see footnote 2 for additional information.)

This amendment clarifies that (a) only one award of 38,000 Non-Qualified Stock Options was granted to Ms. Duchene on September 9, 2016. with a Transaction Date of September 9, 2016 and an Expiration Date of September 9, 2026, (b) the correct exercise price is \$14.52, and (c) that no other or additional grants of Non-Qualified Stock Options were made to Ms. Duchene on September 7, 2016. Therefore the Form 4 filed for Ms. Duchene on October 6, 2016 should be disregarded.

(3) Options vest 25% a year from date of grant.

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.

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