SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] ELINE WILLIAM G | | | | 2. Issuer Name and Ticker or Trading Symbol <u>PARKER HANNIFIN CORP</u> [PH] | | | | | | | ationship of Reporting all applicable) Director | | er Owner | | |
|---|---------------------------|----------------------|-----------------------------|---|---|---|------|-----------------------------------|--------------------------|-----------|--|---|---|--|--|
| (Last) PARKER-HANN | (First) IFIN CORPORATI | 3. Date o 08/15/2 | f Earliest Transacti 018 | on (Monti | h/Day/ | Year) | x | Officer (give title below) | Other (specify below) | | | | | | |
| 6035 PARKLAND BOULEVARD | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | |
| (Street) CLEVELAND | ОН | 44124-4141 | | | | | | | | | Form filed by More | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | | | | |
| | | Table I - No | n-Deri | vative S | ecurities Acq | uired, | Disp | osed of, or | Benefi | cially Ov | vned | | | | |
| Date | | | | saction /Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities A Disposed Of (D | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 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 | (Instr. 3 and 4) | | (1150.4) | | |
| Common Stock | | | | | | | | | | | 998.763 | I | Parker Retirement Savings Plan | | |
| Common Stock | | | | | | | | | | | 14,485 | D | | | |
| Common Stock | | | | | | | | | | | 6,310 ⁽¹⁾ | I | Lee Ann J. Eline Revocable Trust | | |
| | | | | | curities Acqui Is, warrants, c | | | | | | ed | | | | |

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | | 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 Securities Underlying Derivative Security (Instr. 3 and 4) | | Derivative | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|------------|---|---|---|--|-----|--|--------------------|--|-------------------------------------|-------------|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | | |
| Stock Appreciation Right | \$166.49 | 08/15/2018 | | A | | 3,820 | | (2) | 08/14/2028 | Common Stock | 3,820 | \$ <u>0</u> | 3,820 | D | |

Explanation of Responses:

1. This Form 4 filing restates the total holdings owned by the Reporting Person, including the shares owned indirectly by the Lee Ann J. Eline Revocable Trust.

2. The SAR vests in three equal annual installments beginning 8/15/2019.

Remarks:

| /s/Kelley B. Standard, Attorney- | 08/16/2018 |
|----------------------------------|------------|
| in-Fact | 08/10/2018 |

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.



Know all by these presents, that the undersigned hereby constitutes and appoints each of Joseph R. Leonti, Kristen L. Gest, and Kelley B. Standard, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned?s name and on the undersigned?s behalf, and submit to the U.S. Securities and Exchange Commission (the ?SEC?) a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Parker-Hannifin Corporation (the ?Company?), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of August, 2017.

/s/ William G. Eline

William G. Eline

\\\DC - 57385/2 - #1301253 v1

\\\DC - 57385/2 - #1301253 v1