

GARDNER HERBERT M
 Form 4
 September 29, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 GARDNER HERBERT M

2. Issuer Name and Ticker or Trading Symbol
 SUPREME INDUSTRIES INC
 [STS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 P O BOX 463
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of Board

WADING RIVER, NY 11792

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

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Class A Common Stock | 09/27/2017 | | U | | 280,289 <u>(1)</u> | D | \$ 21 0 | D <u>(2)</u> <u>(3)</u> |
| Class B Common Stock | 09/27/2017 | | U | | 587,862 <u>(4)</u> | D | \$ 21 0 | D <u>(2)</u> <u>(3)</u> |
| Class A Common Stock | 09/27/2017 | | U | | 969 <u>(1)</u> | D | \$ 21 0 | I By GSMT U/W/O Mary K. Gardner <u>(2)</u> <u>(3)</u> <u>(5)</u> |

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National Corporation ("Purchaser"), to purchase all of the issued and outstanding Class A Shares and shares of Class B common stock of the Issuer, par value \$0.10 per share ("Class B Shares" and, together with Class A Shares, "Shares"), at a purchase price of \$21.00 per Share in cash (the "Offer Price"), as described more fully in the Schedule 14D-9 filed by the Issuer on August 22, 2017, and as subsequently supplemented and amended. All dispositions of Shares by the reporting person in the Tender Offer were approved in advance by the Issuer's Board of Directors

- (2) This statement is filed by and on behalf of Herbert M. Gardner. Mr. Gardner and the Generation Skipping Marital Trust U/W/O Mary K. Gardner (the "Trust"), of which Mr. Gardner is a Co-Trustee, are the direct beneficial owners of the securities covered by this statement.

- (3) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the Shares directly beneficially owned by the Trust, of which Mr. Gardner is a Co-Trustee.

- (4) Represents Class B Shares which were disposed of pursuant to the Tender Offer at the Offer Price, as described more fully in the Schedule 14D-9 filed by the Issuer on August 22, 2017, and as subsequently supplemented and amended. All dispositions of Shares by the reporting person in the Tender Offer were approved in advance by the Issuer's Board of Directors.

- (5) Represents Class A Shares directly beneficially owned by the Trust.

- (6) Represents Class B Shares directly beneficially owned by the Trust.

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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