

UNS Energy Corp  
 Form 4  
 August 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Dion Philip J III

2. Issuer Name and Ticker or Trading Symbol  
 UNS Energy Corp [UNS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 88 E. BROADWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/15/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr Vice President

TUCSON, AZ 85701  
 (City) (State) (Zip)

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/15/2014		D		1,187.827	D	\$ 60.25 (1)
Common Stock	08/15/2014		D		3,045	D	\$ 60.25 (1)

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

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SEC 1474 (9-02)



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The reported number of derivative securities disposed of includes shares acquired by reinvesting dividends in unreported transactions pursuant to the Company's dividend reinvestment program.

- (4) The restricted stock units were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 per share, payable without interest and less any required withholding taxes.

- At the effective time of the Merger, each outstanding share of the issuer's common stock was converted into the right to receive \$60.25 in cash. In addition, all outstanding options were canceled at the effective time of the Merger in exchange for a cash payment equal to the per-share merger consideration (less the exercise price in the case of options), payable without interest and less any required withholding taxes.
- (5)

- (6) The options were canceled at the effective time of the Merger in exchange for a cash payment equal to \$60.25 less the option exercise price, payable without interest and less any required withholding taxes.

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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