

DONALDSON CO INC
Form 4
December 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
Ward Jay L

(Last) (First) (Middle)
1400 WEST 94TH STREET
(Street)

BLOOMINGTON, MN 55413

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DONALDSON CO INC [DCI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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)	(A) or (D)	Price	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)
Common Stock	12/02/2015		A	75.791	A	\$ 30.86	2,992	I	By Benefit Plan Trust
Common Stock							15,218	I	By Benefit Plan Trust
Common Stock	12/02/2015		M	9,422	A	\$ 22.32	84,021	D	
Common Stock	12/02/2015		F	7,680	D	\$ 30.93	76,341	D	
	12/02/2015		M	5,000	A	\$ 16.5	81,341	D	

Common Stock							
Common Stock	12/02/2015		F	3,452	D	\$ 30.93	77,889 D
Common Stock	12/02/2015		S	200	D	\$ 30.41	77,689 D
Common Stock	12/02/2015		G	1,200	D	\$ 0	76,489 D
Common Stock	12/03/2015		S	974	D	\$ 30	75,515 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 22.32	12/02/2015		M	9,422	07/13/2010 12/05/2016	Common Stock	9,422
Employee Stock Option (right to buy)	\$ 16.5	12/02/2015		M	5,000	01/23/2006 01/23/2016	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

Ward Jay L
1400 WEST 94TH STREET
BLOOMINGTON, MN 55413

Senior Vice President

Signatures

Amy C. Becker, Attorney-in-fact for Jay L.
Ward

12/04/2015

__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).

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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