SEC Form 4

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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

OMB APPROVAL										
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1. Name and Address of Reporting Person [*] Turner Walter W		2. Issuer Name and Ticker or Trading Symbol Koppers Holdings Inc. [KOP]		tionship of Reporting Per all applicable) Director	son(s) to Issuer 10% Owner
(Last) (First) (Middle) 436 SEVENTH AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 02/25/2011	X	Officer (give title below) President and	Other (specify below)
	15219 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting 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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		Securities Beneficially Owned	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock	02/25/2011		A ⁽¹⁾		6,955	Α	\$ <mark>0</mark>	292,533.0925	D	
Common Stock	02/25/2011		F ⁽²⁾		1,159.7281	D	\$40.56	291,372.4127 ⁽³⁾	D	
Common Stock	03/01/2011		S ⁽⁴⁾		10,000	D	\$39.59 ⁽⁵⁾	281,372.4127	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Employee Stock Options (Rights to Buy)	\$40.26	02/25/2011		A		21,689		02/22/2014	02/21/2021	Common Stock	21,689	\$0	21,689	D	

Explanation of Responses:

1. The reporting person was awarded time-based restricted stock units.

2. Shares surrendered to the issuer by the reporting person as payment for tax withholding related to the vesting of time-based restricted stock units and dividend equivalent rights.

3. Reflects adjustment of fractional shares in accordance with issuer's Amended and Restated 2005 Long Term Incentive Plan.

4. Sale reported was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 23, 2011.

5. The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.40 to \$40.03, inclusive. The reporting person undertakes to provide to the Securities and Exchange Commission, the issuer or any security holder of the issuer, upon request, full information regarding the number of shares sold at each separate price.

/s/ Steven R. Lacy, Attorney-in-03/01/2011

<u>Fact</u>

** Signature of Reporting Person Date

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

 \ast 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.