

AMERICAN VANGUARD CORP
 Form 4
 May 25, 2017

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 *
 Rizzi John

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN VANGUARD CORP
 [AVD]

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

(Last) (First) (Middle)
 4695 MACARTHUR COURT,
 SUITE 1200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2017

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 See Remarks

NEWPORT BEACH, CA 92660

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)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock	05/23/2017		F		4,477 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	\$ 0
					31,541	D	

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

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SEC 1474
 (9-02)

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

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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 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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rizzi John 4695 MACARTHUR COURT, SUITE 1200 NEWPORT BEACH, CA 92660				See Remarks

Signatures

/s/ JOHN RIZZI 05/25/2017

__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).

(1) The reporting person delivered these time-based restricted shares to issuer in payment of the tax liability associated with the vesting of 10,673 shares of restricted stock (both time-based and performance shares) in accordance with Rule 16b-3. On May 23, 2014, reporting person was awarded 4,105 time-based restricted shares and 4,105 performance shares. The first tranche vested in its entirety on the transaction date above. The second tranche was subject to certain financial metrics to be measured over the performance period of January 1, 2015 through December 31, 2017, namely: i) issuer's earnings before income tax ("EBIT") as compared to the median growth (computed in terms of compound annual growth) of a peer group (consisting of Syngenta, Bayer, BASF, Dow, Monsanto, DuPont, Makteshim, Nufarm, FMC, Cheminova, United Phosphorus and

(2) (Continued from Footnote 1) Isagro (the "Ag Peers")); ii) issuer's net sales as compared to the median growth of the Ag Peers; and iii) the relative growth of the fair market value of issuer's common stock as compared to that of (x) the Russell 2000 Index and (y) the median fair market value of the common stock of the comparator companies identified in issuer's 2014 Proxy Statement (the "TSR" measure). In determining the number of performance shares earned, the EBIT measure was to be weighted 50 percent, the net sales measure was to be weighted 30 percent and the TSR was to be weighted 20 percent. The size of the payout was further subject to increase or decrease based upon the percent goal achieved and could vary from zero to 200 percent of the target award.

(3) (Continued from Footnote 2) In this case, during the performance period, issuer's EBIT and net sales were in excess of 125 percent of the median growth of the Ag Peers and, accordingly, reporting person earned 200 percent of the payout for those categories (weighted at 80 percent of the total performance target), while the TSR goals were below the 30th percentile of both the Russell 2000 Index and that of the proxy peers (thus, reporting person earned zero percent of the target with respect to this category). Thus, reporting person earned the product of 4,105 (target shares) x 80% (for the EBIT and net sales categories) x 200% or 6,568 shares from the performance share award. This figure, plus the vesting of 4,105 time-based shares totals 10,673 shares of common stock.

Remarks:

VP Operations - AMVAC Chemical Corp.

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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