

# HOUSTON WIRE & CABLE CO

Reported by  
**POKLUDA JAMES L III**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/13/17 for the Period Ending 12/11/17

Address 10201 NORTH LOOP EAST  
HOUSTON, TX, 77029  
Telephone (713) 609-2100  
CIK 0001356949  
Symbol HWCC  
SIC Code 5063 - Wholesale-Electrical Apparatus and Equipment, Wiring Supplies and Construction Materials  
Industry Communications & Networking  
Sector Technology  
Fiscal Year 12/31

# FORM 4

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

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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<b>POKLUDA JAMES L III</b>			<b>Houston Wire &amp; Cable CO [ HWCC ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>PRESIDENT &amp; CEO</b>					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)								
<b>10201 N. LOOP EAST</b>	<b>12/11/2017</b>										
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)							
<b>HOUSTON, TX 77029</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
PERFORMANCE SHARE UNITS	(2)	12/11/2017		A		23077		12/11/2017	12/11/2017	COMMON STOCK	(2)	\$0	43077	D	
RESTRICTED STOCK UNIT	(3)	12/11/2017		A		46154		(1)	(1)	COMMON STOCK, \$001 PAR VALUE	46154	\$6.5	53807	D	

### Explanation of Responses:

- The restricted stock award vests as to 15,385 on December 11, 2018; 15,385 on December 11, 2019; 15,384 on December 11, 2020 and is subject to forfeiture until vested.
- Each performance share unit represents a contingent right to receive one share of HWCC common stock if the stock achieves certain market prices during the three year period ending December 11, 2020. Assuming the threshold market price is achieved, the performance share units vest on December 11, 2020 at levels ranging from 50% to 150% based on the highest market price received.
- Each restricted stock unit represents a contingent right to receive cash equal to the fair market value of one share of HWCC common stock or, following stockholder approval of the Houston Wire & Cable Company 2017 Stock Plan, one share of HWCC common stock.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>POKLUDA JAMES L III</b> <b>10201 N. LOOP EAST</b> <b>HOUSTON, TX 77029</b>	X		<b>PRESIDENT &amp; CEO</b>	

### Signatures

**NICOL-G-GRAHAM, ATTORNEY-IN-FACT**

**12/13/2017**

\*\*Signature of Reporting Person

Date

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

\* 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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