

SP PLUS CORP

Reported by
RICCHIUTO JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/23/17

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|-------------|--|
| Address | 200 E. RANDOLPH STREET SUITE 7700 CHICAGO, IL 60601-7702 |
| Telephone | 312-274-2000 |
| CIK | 0001059262 |
| Symbol | SP |
| SIC Code | 7510 - Automotive Rental And Leasing, Without Drivers |
| Industry | Highways & Rail Tracks |
| Sector | Industrials |
| Fiscal Year | 12/31 |

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

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person * Ricchiuto John (Last) (First) (Middle) C/O SP PLUS CORPORATION, 200 E. RANDOLPH STREET, SUITE 7700 (Street) CHICAGO, IL 60601 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol SP Plus Corp [SP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/23/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | | | |
| Common Stock | 2/23/2017 | | A | | 4843 (1) | A | \$31.40 | 53820 (3)(4) | D | |
| Common Stock | 2/27/2017 | | F | | 1616 (2) | D | \$31.3328 | 52204 (3)(4) | D | |
| Common Stock | 2/28/2017 | | S | | 1900 | D | \$31.76 | 50304 (3)(4) | D | |

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 | | | | |

Explanation of Responses:

- (The acquisition of shares of SP Plus common stock represents the vesting of performance share units (PSUs) previously awarded to the reporting person on
- 1) September 30, 2014, and made effective as of January 1, 2014, under the SP Plus Corporation Long-Term Incentive Plan. The PSUs were earned on February 23, 2017, and settled in shares of SP Plus common stock on a one-for-one basis. The PSUs vested solely upon achievement of pre-established performance targets for SP Plus's adjusted pre-tax free cash flow over a three-year performance period.
- (Upon acquisition of the PSUs, the reporting person automatically sold, solely for purposes of satisfying the resulting tax-withholding obligations, a number of
- 2) shares of SP Plus common stock sufficient to enable the reporting person to satisfy such tax-withholding obligations.
- (Includes 42,000 restricted stock units previously granted to the reporting person.
- 3)
- (The reporting person holds the shares in a joint account with his spouse.
- 4)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ricchiuto John C/O SP PLUS CORPORATION 200 E. RANDOLPH STREET, SUITE 7700 CHICAGO, IL 60601 | | | Executive Vice President | |

Signatures

/s/ Jerome L. Pate, as attorney-in-fact for John Ricchiuto

3/1/2017

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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