

# SP PLUS CORP

Reported by  
**TOY ROBERT**

## FORM 4

(Statement of Changes in Beneficial Ownership)

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

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**

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## 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

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

**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	21338 (3)	D	
Common Stock	2/27/2017		F		1370 (2)	D	\$31.3328	19968 (3)	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 16,495 restricted stock units previously granted to the reporting person.
  - 3)

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Toy Robert</b> C/O SP PLUS CORPORATION 200 E. RANDOLPH STREET, SUITE 7700 CHICAGO, IL 60601			<b>President of Commerical Ops</b>	

**Signatures**

/s/ Jerome L. Pate, as attorney-in-fact for Robert M. Toy

3/1/2017

\*\*Signature of Reporting Person

Date

\* 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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