SEC Form 4

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 3235-0287 OMB Number: Estimated average burden hours per response: 05

1. Name and Addre	1 0	rson*	2. Issuer Name and Ticker or Trading Symbol <u>UNISYS CORP</u> [UIS]		tionship of Reporting Per all applicable) Director	son(s) to Issuer 10% Owner			
(Last) 801 LAKEVIEV	(First) N DRIVE, SUIT	(Middle) TE 100	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2012		Officer (give title below)	Other (specify below)			
(Street) BLUE BELL (City)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	orting Person			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

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)	cution Date, ny Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/09/2012		A ⁽¹⁾		7,811	A	\$ <mark>0</mark>	25,959.7	D	
Common Stock	02/12/2012		М		2,103.6	A	\$ <mark>0</mark>	28,063.3	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 (l 8)				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				
Restricted Stock Units 09 ⁽²⁾	\$0	02/12/2012		м			2,103.6	(3)	(3)	Common Stock	2,103.6	\$0	0	D	

Explanation of Responses:

1. Restricted stock units granted under the terms and provisions of the Unisys Corporation 2003 Long-Term Incentive and Equity Compensation Plan. The stock units have been deferred under the terms and provisions of the 2005 Deferred Compensation Plan for Directors of Unisys Corporation. Deferred stock units will be distributed in shares of Unisys common stock upon the earlier of termination of service or on any date at least two years after the stock units are awarded, as previously elected by the director.

2. Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

3. Time-based restricted stock units granted under the terms and provisions of the Unisys Corporation 2007 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three annual installments beginning February 12, 2010.

> Susan T. Keene, attorney-infact, for Henry C. Duques

** Signature of Reporting Person

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.

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.

02/13/2012

Date