| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
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| 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

| ОМ | R APPR | OVAL |
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| 1. Name and Address of Reporting Person [*] RENZI JEFFREY | | erson [*] | 2. Issuer Name and Ticker or Trading Symbol <u>UNISYS CORP</u> [UIS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
|--|---------------|--------------------|---|---|
| (Last) (First) (Middle) UNISYS CORPORATION 108 LAKEVIEW DRIVE, SUITE 100 | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/10/2017 | X Officer (give title Other (specify below) below) Senior Vice President |
| (Street) BLUE BELL (City) | PA (State) | 19422 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |

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) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) | |
| Common Stock | 02/10/2017 | | М | | 8,955 | A | \$ <mark>0</mark> | 27,287 | D | | |
| Common Stock | 02/10/2017 | | М | | 9,337 | A | \$ <mark>0</mark> | 36,624 | D | | |
| Common Stock | 02/10/2017 | | F | | 2,449 | D | \$14.15 | 34,175 | D | | |
| Common Stock | 02/10/2017 | | F | | 2,553 | D | \$14.15 | 31,622 | 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 (8) | | of | | 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 | (1) | 02/10/2017 | | М | | | 9,337 | (2) | (2) | Common Stock | 8,955 | \$0 | 0 | D | |
| Restricted Stock Units | (3) | 02/10/2017 | | М | | | 9,337 | (4) | (4) | Common Stock | 9,337 | \$0 | 18,673 | D | |

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive 0.959 shares of Unisys Corporation common stock.

2. Performance-based restricted stock units ("PB-RSUs") granted on February 11, 2016 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned onethird annually over a three-year period to the extent that Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2016, 2017 and 2018, respectively, and then such earned PB-RSUs vest on February 11, 2017, 2018 and 2019. This report only relates to the PB-RSUs the reporting person earned based on the 2016 performance goal. All shares resulting from such earned PB-RSUs vested on February 11, 2017.

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

4. Time-based restricted stock units granted under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 11, 2017.

John M. Armbruster, attorney-02/14/2017

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02/14/2

** 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.

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.