

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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                                 |           |
|--|-----------|
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|  |   |   |
|--|---|---|
| 1. Name and Address of Reporting Person*<br><u>KENNEY GERALD P</u><br><br>(Last) (First) (Middle)<br><u>801 LAKEVIEW DRIVE, SUITE 100</u><br><br>(Street)<br><u>BLUE BELL PA</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>UNISYS CORP [ UIS ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, Gen. Counsel &amp; Secretary</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/05/2016</u>     |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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) |   | 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                    | 02/05/2016                           |  | M                              |   | 2,899   | A          | \$0     | 7,421   | D  |   |
| Common Stock                    | 02/05/2016                           |  | M                              |   | 1,204   | A          | \$0     | 8,625   | D  |   |
| Common Stock                    | 02/05/2016                           |  | F                              |   | 946   | D          | \$10.31 | 7,679   | D  |   |
| Common Stock                    | 02/05/2016                           |  | F                              |   | 393   | D          | \$10.31 | 7,286   | 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. Transaction 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 (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 |
| Restricted Stock Units                     | (1)  | 02/05/2016                           |  | M                              |   |  | 2,704 | (2)  | (2)             | Common Stock  | 2,899                                      | \$0  | 0   | D  |       |
| Restricted Stock Units                     | (3)  | 02/05/2016                           |  | M                              |   |  | 1,204 | (4)  | (4)             | Common Stock  | 1,204                                      | \$0  | 2,406   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive 1.072 shares of Unisys Corporation common stock.
- Performance-based restricted stock units ("PB-RSUs") granted on February 5, 2015 under the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are earned one-third annually over a three-year period to the extent Unisys Corporation achieves a performance goal relating to operating profit for that year in each of 2015, 2016 and 2017, respectively, and then such earned PB-RSUs vest on February 5, 2016, 2017 and 2018, respectively. This report only relates to the PB-RSUs the reporting person earned based on the 2015 performance goal. All shares resulting from such earned PB-RSUs vested on February 5, 2016.
- Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- Time-based restricted stock units granted under the terms of the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three equal annual installments beginning February 5, 2016.

/s/ Susan B. Asch, attorney-in-fact 02/09/2016

\*\* 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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