

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**
SEC Accession No. [0001225208-12-010470](#)

([HTML Version](#) on [secdatabase.com](#))

ISSUER

LEXMARK INTERNATIONAL INC /KY/

CIK: **1001288** | IRS No.: **061308215** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **3570** Computer & office equipment

Mailing Address
740 WEST NEW CIRCLE
ROAD
LEXINGTON KY 40550

Business Address
ONE LEXMARK CENTRE DR
LEXINGTON KY 40550
8592322000

REPORTING OWNER

HARDIS STEPHEN R

CIK: **1018624** | State of Incorp.: **OH** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-14050** | Film No.: **12795046**

Mailing Address
C/O MARSH & MCLENNAN
COMPANIES, INC.
1166 AVENUE OF THE
AMERICAS
NEW YORK NY 10036

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person HARDIS STEPHEN R			2. Issuer Name and Ticker or Trading Symbol LEXMARK INTERNATIONAL INC /KY/ [LXK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/26/2012		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	
ONE LEXMARK CENTRE DRIVE, 740 WEST NEW CIRCLE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) LEXINGTON, KY 40550						
(City)	(State)	(Zip)				

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			
Class A Common Stock ⁽¹⁾	04/26/2012		A		4,475 ⁽²⁾	A \$ 0	81,243 ⁽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. 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Board of Directors' fees granted in restricted stock units (RSUs).

2. Each RSU represents the right to receive one share of Class A Common Stock pursuant to the Issuer's 2005 Nonemployee Director Stock Plan. Based on the Reporting Person's continuous service as a Board member, the RSUs will become 100% vested on April 24, 2013, and 34% of such RSUs will settle on April 26, 2014 and 33% of such RSUs will settle on each of April 26, 2015 and April 26, 2016, unless settlement is otherwise deferred by the Reporting Person.
3. 15,804 of these securities are RSUs, including associated dividend equivalent units, which have not yet settled.

Signatures

/s/ Ian C. Lofwall, Attorney-in-Fact

** Signature of Reporting Person

04/30/2012

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.