SEC Form 4

Instruction 1(b)

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	32
	Estimated average bur	rden
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] <u>Cleveland Todd M</u>				ier Name and Ticke <u>Holdings, Inc</u>	•	Symbol		tionship of Reporti all applicable) Director	ng Person(s) to Issuer 10% Owner		
(Last)	(First)	(Middle)		e of Earliest Transa /2024	ction (Month/I	Day/Year)		Officer (give title below)	Other below	(specify)	
107 W. FRANKLIN ST.				mendment, Date of	Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)							1	Form filed by On	e Reporting Per	son	
ELKHART	IN	46515						Form filed by Mo Person	re than One Rep	porting	
(City)	(State)	(Zip)	Rule	e 10b5-1(c)	Transact	ion Indication					
Check this box to indicate that a transaction was made pursua satisfy the affirmative defense conditions of Rule 10b5-1(c). Set									ten plan that is inte	ended to	
		Table I - Nor	n-Derivative S	ecurities Acqu	uired, Disp	oosed of, or Benet	ficially	Owned			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				2A. Deemed Execution Date, if any	3. Transaction Code (Instr.	4. Securities Acquired (<i>J</i> Disposed Of (D) (Instr. 3 5)		5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial	

		(Month/Day/Year)	8)		Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)			
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock ⁽¹⁾	07/01/2024		Α		195	Α	\$ <mark>0</mark>	114,654	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

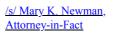
			(0,1									·			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		n of		of Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form:	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:

1. Represents Phantom Stock Units ("PSUs") granted pursuant to the IES Holdings, Inc. ("IES") 2006 Equity Incentive Plan, as amended and restated (the "2006 Equity Incentive Plan") upon Mr.

Cleveland electing to receive PSUs in lieu of common stock or cash for that portion of his retainer. Each unit converts to one share of IES common stock when either (i) Mr. Cleveland leaves the board of directors for any reason, or (ii) upon a change of control as defined in the 2006 Equity Incentive Plan.

Remarks:



** Signature of Reporting Person Date

07/02/2024

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.