SEC Form 4

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FORM 4

Check this box if no longer subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB APPROVAL

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

obligations m	orm 4 or Form 5 ay continue. See				11	Estimated average burden hours per response: 0.5						
Instruction 1(U).			ant to Section 16(a) of ection 30(h) of the Inv					54			
	dress of Reporting I		uer Name and Ticker atherford Interr					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Last) 2000 ST. JAN	(First)	(Middle)		te of Earliest Transac 8/2024	tion (Mo	onth/D	ay/Year)	X	Officer (give ti below) Chief Fulf	give title Other (specify below)		
(Street) HOUSTON TX 77056			4. If A	mendment, Date of C	Form filed by	nt/Group Filing (Check Applicable ed by One Reporting Person ed by More than One Reporting						
(City)	(State)	(Zip)		e 10b5-1(c) T theck this box to indicate a affirmative defense c	e that a t onditions	ion 10.		ten plan that is intende	d to satisfy			
1. Title of Secur	ity (Instr. 3)	n-Derivative	Securities Acqu 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of	Acquired	(A) or	5. Amount of Securities Beneficially Owned Followin 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)
Ordinary Shar	es	01/18/2024		M ⁽¹⁾		3,418	A	\$ <mark>0</mark>	3,418	D		
Ordinary Shar	es	01/18/2024		F ⁽²⁾		1,330	D	\$94.5	2,088	D		
		Table II -		ecurities Acqui alls, warrants, o						wned		
1. Title of 2.	3. Transa	ction 3A Deem	ed 4	5. Number of	6. Date	Exerci	sable and 7	7. Title and	, 1 1	B. Price of 9. Nu	umber of 10.	11. Nature

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	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		Transaction(s) (Instr. 4)		
Restricted Share Units	(1)	01/18/2024		М			3,418	(1)	(1)	Ordinary Shares	3,418	\$ <mark>0</mark>	6,834	D	
2024 Annual Performance Share Units	(3)	01/18/2024		Α		4,903		(3)	(3)	Ordinary Shares	4,903	\$ 0	4,903	D	
Restricted Share Units	(4)	01/18/2024		Α		3,268		(4)	(4)	Ordinary Shares	3,268	\$0	3,268	D	

Explanation of Responses:

1. Represents the vesting of restricted share units ("RSUs") granted on January 18, 2023 pursuant to the Issuer's 2019 Equity Incentive Plan, as amended and restated (the "2019 EIP"). The RSUs vest in three equal installments annually over the three-year period from the date of grant.

2. Transaction was a withholding of a portion of vested RSUs to satisfy the reporting person's tax withholding obligations upon vesting, pursuant to the award agreement and associated equity incentive plan under which the award was granted.

3. Represents performance share units ("PSUs") granted on January 18, 2024 under the 2019 EIP. The number of PSUs reported is the target award and may be subject to a payout ranging from 0% to 200% of target award depending on the actual achievement of the performance goals at the end of the performance period. The PSUs vest based on actual performance at the end of the performance period, which is the Issuer's three fiscal years beginning on January 1, 2024 and ending December 31, 2026.

4. Represents RSUs granted on January 18, 2024 pursuant to the 2019 EIP. The RSUs vest in three equal installments annually over the three-year period from the date of grant.

Remarks:

Christine M. Morrison by Power of Attorney

01/22/2024

Date

** 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.