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

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|---|--------------------------|-----|
| | hours per response: | 0.5 |
| | Estimated average burden | |

| | | rson* | 2. Issuer Name and Ticker or Trading Symbol Garrett Motion Inc. [GTX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|-------------|---------|----------|---|---|----------------------------------|-----------------------|--|
| | | | [] | X | Director | 10% Owner | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/25/2019 | X | Officer (give title below) | Other (specify below) | |
| LA PIECE 16 | | . , | | | President & CEO | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Individual or Joint/Group Filing (Check Applicabl Line) | | | |
| ROLLE | V8 | 1180 | | X | porting Person | | |
| (City) | (State) | (Zip) | | | Form filed by More the Person | an One Reporting | |

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. Transa Code (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) | | (113(1:4) |
| Common Stock | 02/25/2019 | | М | | 8,606 | A | (1) | 10,072 | D | |
| Common Stock | 02/25/2019 | | F | | 490 | D | \$16.215 | 9,582 | D | |
| Common Stock | 02/25/2019 | | М | | 15,977 | A | (2) | 25,559 | D | |
| Common Stock | 02/25/2019 | | F | | 909 | D | \$16.215 | 24,650 | D | |
| Common Stock | 02/26/2019 | | М | | 8,577 | A | (3) | 33,227 | D | |
| Common Stock | 02/26/2019 | | F | | 488 | D | \$16.685 | 32,739 | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 11. Nature 10. Transaction Ownership Derivative Conversion Date Execution Date. Expiration Date of Securities Derivative derivative of Indirect Security or Exercise Price of (Month/Dav/Year) if any (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Underlying Derivative Security Security Securities Form: Direct (D) Beneficial (Instr. 3) 8) (Instr. 5) Beneficially Securities Ownership Derivative Acquired (Instr. 3 and 4) Owned or Indirect (Instr. 4) (A) or Disposed Following (I) (Instr. 4) Security Reported Transaction(s) of (D) (Instr. 3, 4 and 5) (Instr. 4) Amount Number Expiration Date (A) (D) Shares Code v Exercisable Date Title Restricted Commo (1) 02/25/2019 (1) (1) 8,606 Μ 8.606 \$0.00 8.610 D Stock Stock Units Restricted Common (2) 02/25/2019 (2) (2) 15,977 15,977 \$0.00 0 D Stock Μ Stock Units Restricted Commor 02/26/2019 (3) 8.577 Stock (3) м 8 5 7 7 (3) \$0.00 0 D Stock Units

Explanation of Responses:

1. On October 1, 2018, the reporting person was granted 17,216 restricted stock units in connection with the conversion of certain equity and cash incentive awards previously granted by Honeywell International Inc. into equity awards of Garrett Motion Inc. in connection with the legal and structural separation of Garrett Motion Inc. from Honeywell International Inc. (such conversion, the "Conversion"). The restricted stock units vested or will vest, as the case may be, in equal installments on February 25, 2019 and February 25, 2020, subject to continued employment.

2. On October 1, 2018, in connection with the Conversion, the reporting person was granted 15,977 restricted stock units, which vested in full on February 25, 2019.

3. On October 1, 2018, in connection with the Conversion, the reporting person was granted 8,577 restricted stock units, which vested in full on February 26, 2019.

Remarks:

/s/ Jerome Maironi, Attorney-02/27/2019 in-Fact

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.