# SAFEGUARD SCIENTIFICS INC
## Reported by
## JARRETT KEITH B

# FORM 4
### (Statement of Changes in Beneficial Ownership)

## Filed 01/16/15 for the Period Ending 01/15/15

| | |
|---|---|
| Address | 435 DEVON PARK DR |
| | BLDG 800 |
| | WAYNE, PA 19087 |
| Telephone | 6102930600 |
| CIK | 0000086115 |
| Symbol | SFE |
| SIC Code | 6799 - Investors, Not Elsewhere Classified |
| Industry | Misc. Financial Services |
| Sector | Financial |
| Fiscal Year | 12/31 |

# 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**

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **Jarrett Keith B** <br><br> (Last) (First) (Middle) | **SAFEGUARD SCIENTIFICS INC [ SFE ]** | __ X __ Director _____ 10% Owner <br> _____ Officer (give title below) _____ Other (specify below) |
| **435 DEVON PARK DRIVE, BUILDING 800** <br> (Street) | 3. Date of Earliest Transaction (MM/DD/YYYY) <br><br> **1/15/2015** | |
| **WAYNE, PA 19087-1945** <br> (City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> _ X _ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 | | | |

### Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| **Deferred Stock Units** | (1) | 1/15/2015 | | A | | 42 | | (1) | (1) | **Common Stock** | 42 | $0 | 577 | D | |
| **Deferred Stock Units** | (1) | 1/15/2015 | | A | | 166 | | (1) | (1) | **Common Stock** | 166 | $18.635 | 2310 | D | |

**Explanation of Responses:**

( **1**) The deferred stock units are payable in stock, on a one-for-one basis, and are fully vested at grant. Distributions in respect of the deferred stock units will be made following termination of service as a director at times established in accordance with the terms of the applicable equity compensation plan of the Issuer.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Jarrett Keith B** <br> **435 DEVON PARK DRIVE, BUILDING 800** <br><br> **WAYNE, PA 19087-1945** | X | | | |

**Signatures**

| By: Deirdre Blackburn For: Keith B. Jarrett | 1/16/2015 |
|---|---|

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 control number.