

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>KLAISLE GERARD M</u>  (Last) (First) (Middle) C/O SP PLUS CORPORATION 200 E. RANDOLPH STREET, SUITE 7700  (Street) CHICAGO IL 60601  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SP Plus Corp [ SP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; Chief Admin Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			
Common Stock	02/26/2018		A		3,108 <sup>(1)</sup>	A	\$36	32,456 <sup>(4)</sup>	D	
Common Stock	02/27/2018		F		1,079 <sup>(2)(3)</sup>	D	\$35.5999	31,377 <sup>(4)</sup>	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- The acquisition of shares of SP Plus common stock represents the vesting of performance share units (PSUs) previously awarded to the reporting person on April 9, 2015, and made effective as of January 1, 2015, under the SP Plus Corporation Long-Term Incentive Plan. The PSUs were earned on February 26, 2018, and settled in shares of SP Plus common stock on a one-for-one basis. The PSUs vested solely upon achievement of pre-established performance targets for SP Plus's adjusted pre-tax free cash flow over a three-year performance period.
- Upon acquisition of the PSUs, the reporting person automatically sold, solely for purposes of satisfying the resulting tax-withholding obligations, a number of shares of SP Plus common stock sufficient to enable the reporting person to satisfy such tax-withholding obligations.
- These shares of SP Plus common stock were sold pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 29, 2017.
- Includes 22,000 restricted stock units previously granted to the reporting person.

/s/ Jerome L. Pate, as attorney-in-fact for Gerard M. Klaisle 03/01/2018

\*\* Signature of Reporting Person 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.