

Reference Guide to Stock Certificates

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A stock certificate is a printed certificate issued by a corporation to a shareholder which documents ownership in a stated number of shares of that corporation's stock.

- 1. Number of Shares
- 2. Serial Number A unique serial number is assigned to each certificate. This is usually pre-printed.
- **3. Registrar** The Registrar is usually a trust company or bank charged with the responsibility of keeping a record of the owners of a corporation's securities and preventing the issuance of more than the authorized amount.
- 4. Class of Shares (such as common stock or preferred stock) Some companies further sub-divide these classes into "Class A," "Class B," "First Preferred" and so forth. The intent is to give variable voting rights and dividend rights to stockholders. Capital stock represents the entire issuance of all classes of stock. Most companies issue only one class of stock, so capital stock is generally synonymous with common stock.
- 5. Vignette A vignette (pronounced vin-YET) is an illustration that appears on stocks, bonds, paper money, checks, letterhead and invoices. Vignettes are artistic, but they also have important security purposes. In theory, complicated and delicate vignettes are hard to counterfeit. Vignettes are normally more valuable if they were made specifically for use by one company, as opposed to generic vignettes used by many different companies.
- 6. Company Name The entity that is issuing the stock.
- 7. Shareholder's Name The name of the person or entity who owns the stock.
- 8. State of Incorporation The state in which the company was incorporated and registers its corporate charter.
- 9. Transfer Agents Hired by companies as "caretakers" for their shareholders. They maintain shareholder records and issue new certificates (virtual or paper) when needed. They also distribute proxies, dividends and annual reports to shareholders and brokers, and they forward company correspondence to shareholders.

10. Par Value – Originally the selling price of a single share of stock, but it later evolved into a bookkeeping term. Confusion eventually forced some companies to state that their stock has "no par value." Modern companies often give their stock a par value of one cent. It is also the minimum legal capital per share of a corporation that cannot be distributed except by special legal action.

Assessable Stock – When a company could "assess" existing stockholders for additional funds to be invested. Non-assessable stock indicates the stock is immune from further company demands for investment. Most recent stock certificates say, "Fully paid and non-assessable."

- **11. Date Issued** The date the certificate was issued.
- **12. Signatures of Authorized Corporate Executives** These could be hand written or facsimile signatures.
- Corporate Seal The official seal of the corporation, which can be printed or embossed. The seal usually has the name of the company, state of incorporation and/or incorporation date.
- 14. Printer's Name The name of the company who printed the certificate. For major companies, it was normally printed on special security paper with embedded disks of colored paper. This technique was invented by the American Bank Note Company in 1891 and was widely used after 1940.
- 15. Ornate Border and Design This was used for fraud protection and typically contained elaborate designs and engravings, which made them more difficult to fraudulently replicate. Many large companies were required by the stock exchange to use difference designs on their borders.
- **16. Cancellation Markings and Date** This is performed when a certificate is redeemed, and it is usually marked cancelled by stamp or pen, or punched with holes. On the more modern certificates, the pin holes show the date of cancellation.

Stock transfer information is pre-printed on the back (verso) of the certificate.