

EMCORE CORP

Form 4

February 07, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICHARDS REUBEN F JR

(Last) (First) (Middle)

C/O EMCORE CORP, 10420
RESEARCH ROAD SE

(Street)

ALBUQUERQUE, NM 87123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
EMCORE CORP [EMKR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Exec Chairman & Chair of Board

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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. 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			
Emcore Common Stock	01/30/2012		S		23,058	D 1.1179 <u>(7)</u>	\$ 629,256 <u>(3)</u>	D	
Emcore Common Stock	02/01/2012		S <u>(5)</u>		26,942	D \$ 1.2 <u>(6)</u>	602,314 <u>(3)</u>	D	
Emcore Common Stock							175,000	I	By Spouse
Emcore Common							10,000	I	By Spouse In Pension

Edgar Filing: EMCORE CORP - Form 4

Stock				Fund
Emcore				By Trust
Common		10,000	I	For
Stock				Benefit Of
				Daughter

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. I
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0 ⁽¹⁾	01/30/2012		A		95,000	⁽²⁾ ⁽²⁾	Emcore Common Stock
								Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RICHARDS REUBEN F JR C/O EMCORE CORP 10420 RESEARCH ROAD SE ALBUQUERQUE, NM 87123	X Exec Chairman & Chair of Board

Signatures

Alfredo Gomez,
attorney-in-fact 02/07/2012

 Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Edgar Filing: EMCORE CORP - Form 4

- (1) Each restricted stock unit represents a contingent right to receive one share of Emcore common stock. Restricted stock units are payable, at the election of the issuer, in cash, Emcore common stock, or a combination of the two.

The restricted stock units vest in four equal installments as follows: February 14, 2012 and January 30, 2013; January 30, 2014, and

- (2) January 30, 2015. Not later than 30 days after vesting occurs, vested shares of Emcore common stock, an amount in cash equal to their fair market value or a combination of both will be delivered to the reporting person.

- (3) Includes 100,000 shares of restricted stock granted under the Company's 2010 Equity Incentive Plan, which will vest in two equal annual installments on January 28, 2013 and January 28, 2014.

- (4) The restricted stock units were awarded to the reporting person for no cash or other similar consideration.

- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging

- (6) from \$1.19 to \$1.21 per share. The reporting person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging

- (7) from \$1.06 to \$1.12 per share. The reporting person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.