

Larocca Christopher M
 Form 4
 August 24, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Larocca Christopher M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 10420 RESEARCH ROAD SE

3. Date of Earliest Transaction (Month/Day/Year)
 08/22/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

(Street)
 ALBUQUERQUE, NM 87123

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/22/2012		M	4,167 A (1)	18,047 (2)	D	
Common Stock	08/23/2012		S(3)	1,582 D \$ 4.9718 (4)	16,465 (2)	D	
Common Stock					6,267 (5)	I	By 401(k) Plan

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

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Common Stock	(1)	08/22/2012		M	4,167	(6) (7)	Common Stock	4,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larocca Christopher M 10420 RESEARCH ROAD SE ALBUQUERQUE, NM 87123			Chief Operating Officer	

Signatures

Alfredo Gomez,
attorney-in-fact

08/24/2012

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).
- (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.
- (2) Includes 11,667 shares of restricted stock granted under the Company's 2010 Equity Incentive Plan, vesting in two equal annual installments beginning on January 28, 2013.
- (3) All sales were effected pursuant to a 10b5-1 plan previously adopted by the Reporting Person to satisfy the Reporting Person's tax liability in connection with the vesting of shares of restricted stock that were granted under the Company's 2010 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).
- (4) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$4.97 to \$5.04 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.
- (5) Shares attributable to EMCORE Corporation 401(k) account as of June 30, 2012.

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(6) 4,167 restricted stock units vesting on August 22, 2012

Remaining unvested restricted stock units vest in two equal annual installments commencing on August 22, 2013. Not later than 30 days

(7) 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.

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

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

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