Edgar Filing: MERKADEAU STUART L - Form 4

MERKADE Form 4	AU STUART L										
May 22, 201 FORN Check th if no long subject to Section 1 Form 4 cc Form 5 obligatio may com <i>See</i> Instr 1(b).	14 UNITED S is box ger 6. r Filed purs Section 17(a	ENT OF C suant to Sect a) of the Pub	Washingt HANGES SEC ion 16(a) o	ton, I IN B URI f the Holdin	D.C. 209 ENEFI TIES Securiti ng Com	549 CIA ies E ipany	L OW xchang 7 Act o	COMMISSION NERSHIP OF ge Act of 1934, f 1935 or Sectio 40	OMB Number: Expires: Estimated a burden hou response	irs per	
(Print or Type]	Responses)										
MERKADEAU STUART L Symbol				r Name and Ticker or Trading FACTOR INC [FORM]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		3. Date of Earliest Transaction (Check					k all applicable	c all applicable)		
	HFRONT ROAD	(M	onth/Day/Yea /21/2012		isaction			Director XOfficer (give below) SR VP GE		o Owner er (specify NSEL	
				nendment, Date Original fonth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
LIVERMO	RE, CA 94551								More than One Re		
(City)	(State) (Zip)	Table I - No	on-Dei	rivative S	Securi	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, i (Instr. 3) any		Code	Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
Common Stock	05/21/2012		Code M		Amount 2,000 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 38,075	D		
Common Stock	05/22/2012		S		741 (2)	D	\$ 5.97	37,334	D		

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. Transacti Code (Instr. 8)	5. Number on f 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. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	05/21/2012		М	2,000	(3)	(4)	Common Stock	2,000	\$

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MERKADEAU STUART L 7005 SOUTHFRONT ROAD LIVERMORE, CA 94551			SR VP GENERAL COUNSEL					
Signatures								
By: \s\ Henry I. Feir, Attorney- Merkadeau	in-Fact F	or: Stuart L.	05/22/2012					

**Signature of Reporting Person

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) Represents vested shares of common stock issued pursuant to the third conversion of one-fourth of the restricted stock units granted on May 20, 2009.

Date

- (2) Represents vested shares of common stock sold to satisfy certain tax withholding obligations associated with the conversion of the restricted stock units.
- The Restricted Stock Units vest and are exercisable in four equal annual installments on each May 20 of 2010, 2011, 2012 and 2013 (or(3) the first market trading day during an open trading window under the Issuer's insider trading policy thereafter if the applicable vesting date is not on a market trading day during an open trading window).
- (4) The restricted stock units released on May 21, 2012, were settled in shares of common stock, and were immediately cancelled upon settlement.

Remarks:

THE CONFIRMING STATEMENT GRANTING THE ATTORNEY-IN-FACT THE AUTHORITY TO EXECUTE AND FI Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners

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