

EMCORE CORP
Form 4
February 07, 2012

FORM 4

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

OMB APPROVAL

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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 *
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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Emcore Common Stock | 01/30/2012 | | S | 23,058 D | \$ 1.1179 629,256 ⁽³⁾ | D | |
| Emcore Common Stock | 02/01/2012 | | S ⁽⁵⁾ | 26,942 D | \$ 1.2 ⁽⁶⁾ 602,314 ⁽³⁾ | D | |
| Emcore Common Stock | | | | | 175,000 | I | By Spouse |
| Emcore Common Stock | | | | | 10,000 | I | By Spouse In Pension |

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

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

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(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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 01/30/2012 | | A | 95,000 | <u>(2)</u> | <u>(2)</u> | Emcore Common Stock | 95,000 |

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).

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- (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.

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