Edgar Filing: SHANNON MICHAEL L - Form 4

SHANNON	MICHAEL L										
Form 4											
February 24,										PPROVAL	
FORM	 4 UNITEI) STATE					NGE (COMMISSION		3235-0287	
Check this box if no longer subject to Section 16. Section 16. Section 16.								Expires: Estimated a burden hou response	Estimated average burden hours per response 0.5		
(Print or Type F	Responses)										
SHANNON MICHAEL L S			Symbol	2. Issuer Name and Ticker or Trading Symbol KEY TECHNOLOGY INC [KTEC]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3			3. Date of	3. Date of Earliest Transaction				(Check an applicable)			
	ECHNOLOGY VERY STREE		(Month/D 02/24/20	-				X Director Officer (give below)		6 Owner er (specify	
			Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WALLA W.	ALLA, WA 99	362						Form filed by N Person	Iore than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	Derivative	Securi	ties Acc	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executi any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (D) (Instr. 3,	4 and (A) or	d of	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)	
Common Stock	02/24/2012			F	944 <u>(1)</u>	D	\$ 13.3	24,141	D		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SHANNON MICHAEL L C/O KEY TECHNOLOGY, INC. 150 AVERY STREET WALLA WALLA, WA 99362	Х						
Signatures							
/s/ Michael L. Shannon by Ginger Attorney-In-Fact		0	2/24/2012				
**Signature of Reporting Pe		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) Delivery of shares to the Company to satisfy the purchase price to exercise 5,000 stock options.

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.