

VENROCK ASSOCIATES III LP

Form 4

November 21, 2012

FORM 4UNITED 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VENROCK ASSOCIATES III LP

2. Issuer Name **and** Ticker or Trading
Symbol
VOCERA COMMUNICATIONS,
INC. [VCRA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2012

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

C/O VENROCK, 3340 HILLVIEW
AVE.

(Street)

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

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

PALO ALTO, CA 94304

(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 Beneficial Ownership (Instr. 4)			
			Code	V	Amount (1)	(A) or (D)	Price			
Common Stock	11/19/2012		J		686,000 (1)	D	\$ 0	2,351,584	I	By Funds (2) (3)
Common Stock	11/19/2012		J		3,833 (4)	A	\$ 0	2,355,417	I	By Funds and LLC (2) (3) (4)
Common Stock	11/20/2012		S		14,000	D	\$ 24.9613	2,341,417	I	By Funds and LLC (3) (5)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
VENROCK ASSOCIATES III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	X
VENROCK ASSOCIATES C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	X
VENROCK ENTREPRENEURS FUND III LP C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	X
VENROCK MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	X
VEF MANAGEMENT III LLC C/O VENROCK 3340 HILLVIEW AVE. PALO ALTO, CA 94304	X

Signatures

/s/ David L. Stepp, authorized
signatory

11/21/2012

__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) On November 19, 2012, Venrock Associates III, L.P. ("VA3") and Venrock Associates, L.P. ("VA" and together with VA3, the "Venrock Funds") distributed an aggregate of 686,000 shares of the common stock of the Issuer to their respective partners pro rata based on their respective interests in the Venrock Funds (the "Distribution").

(2) Following the Distribution, the shares held by VA3, VA and Venrock Entrepreneurs Fund III, L.P. ("VEF3") are as follows: 1,870,069 shares held by VA3, 420,764 shares held by VA and 60,751 shares held by VEF3.

(3) Venrock Management III, LLC ("VM3") and VEF Management III, LLC ("VEFM3") are the sole general partners of VA3 and VEF3, respectively, and may be deemed to beneficially own the shares held by VA3 and VEF3, respectively. VM3 and VEFM3 expressly disclaim beneficial ownership over all shares held by VA3 and VEF3, respectively, except to the extent of their indirect pecuniary interests therein.

(4) In the Distribution, VM3 received 3,833 shares. For VM3, this represents a change in form of ownership from indirect to direct but does not represent a change in beneficial ownership.

(5) Represents an aggregate of 1,870,069 shares held by VA3, 420,764 shares held by VA, 46,751 shares held by VEF3 and 3,833 shares held by VM3.

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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