

Kiper Christopher S
 Form 4/A
 August 21, 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 *
 O'CONNELL MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 RCM TECHNOLOGIES INC
 [RCMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2012

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

515 S. FIGUEROA STREET, SUITE 1100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 08/07/2012

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

LOS ANGELES, CA 90071

(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	(A) or (D)	Price		
Common Stock	08/03/2012		P	2,500	A	\$ 5.57	999,930	I	See Footnotes (1) (3) (4) (5) (6)
Common Stock	08/06/2012		P	1,500	A	\$ 5.53	1,001,430	I	See footnotes (1) (3) (4) (5) (6)
Common Stock	08/07/2012		P	17,900	A	\$ 5.59	1,019,330	I	See Footnotes (1) (3) (4) (5)

Common Stock	266,074	I	(6) See Footnotes (2) (3) (4) (5) (6)
Common Stock	22,000	D (5) (6)	
Common Stock	1,000	D (5) (6)	

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'CONNELL MICHAEL 515 S. FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071		X		
IRS Partnership No. 19, L.P. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071		X		

Leonetti/O'Connell Family Foundation 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X
M2O, Inc. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X
Michael F. O'Connell & Margo L. O'Connell Revocable Trust 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X
Kiper Christopher S 515 S. FIGUEROA ST SUITE 1100 LOS ANGELES, CA 90071	X
Vizi Bradley 515 S FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071	X
STONNINGTON GROUP, LLC 515 S. FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071	X

Signatures

/s/ MICHAEL O'CONNELL (on behalf of himself and the O'Connell Entities)	08/21/2012
__Signature of Reporting Person	Date
/s/ CHRISTOPHER KIPER (on behalf of himself)	08/21/2012
__Signature of Reporting Person	Date
/s/ BRADLEY VIZI (on behalf of himself)	08/21/2012
__Signature of Reporting Person	Date
/s/ NICHOLAS STONNINGTON	08/21/2012
__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) IRS Partnership No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares.
- (2) The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares
- (3) The general partner of IRS 19 is M2O, Inc., a Delaware corporation ("M2O"), the Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual ("Mr. O'Connell", collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities"), controls all investment decisions with respect to the Trust, and by virtue of such relationships, IRS 19, M2O, the Trust and Mr. O'Connell may be deemed to have the shared voting and

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dispositive power over the shares owned by IRS 19. The investment decisions of the Foundation are controlled by Mr. O'Connell and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to have shared voting and dispositive power over the shares owned by the Foundation. (Continued to footnote 4)

- (4) IRS 19, M2O and the Trust disclaim beneficial ownership of, and have no pecuniary interest in, the shares owned by the Foundation. The Foundation disclaims beneficial ownership of, and has no pecuniary interest in, the shares owned by IRS 19.

IRS 19 and the Foundation have each entered into an investment advisory agreement with Stonnington Group, LLC, a California limited liability company ("Stonnington"), pursuant to which Christopher Kiper ("Mr. Kiper") and Bradley Vizi ("Mr. Vizi") on behalf of Stonnington, exclusively manages IRS 19's and the Foundation's investment in RCM Technologies, Inc. (the "Issuer") and has certain discretion with respect to purchase and sales of shares in the Issuer. As a result, Stonnington, Mr. Kiper and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Stonnington, Mr. Kiper and Mr. Vizi each disclaims beneficial ownership of, and each has no pecuniary interest in, the shares held by each other. Mr. Kiper directly owns 22,000 shares of common stock of the Issuer and Mr. Vizi directly owns 1,000 shares of common stock of the Issuer.

- (5) This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (6) Net weighted average price.

Remarks:

Mr. O'Connell is signing on behalf of the O'Connell Entities pursuant to the Authorization, dated as of August 3, 2012 and attached as an exhibit.

Mr. Stonnington is signing as Managing Member and Principal of Stonnington Group, LLC.

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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