

VICOR CORP
Form 4
June 19, 2013

FORM 4

UNITED 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McNamara Michael

(Last) (First) (Middle)

25 FRONTAGE RD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VICOR CORP [vicr]

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

06/17/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, BBU Quality & Tech. Ops.

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)			
Non Qualified Stock Option	\$ 13.73	06/17/2013	D		25,000	<u>(1)</u>	08/27/2020	Common Stock	25,000
Non Qualified Stock option	\$ 6.29	06/17/2013	A		5,000	<u>(3)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 7.34	06/17/2013	A		5,000	<u>(3)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 8.38	06/17/2013	A		5,000	<u>(3)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 9.43	06/17/2013	A		5,000	<u>(3)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 10.48	06/17/2013	A		5,000	<u>(3)</u>	06/17/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNamara Michael 25 FRONTAGE RD ANDOVER, MA 01810			VP, BBU Quality & Tech. Ops.	

Signatures

/s/Kemble D. Morrison Attorney in Fact for Michael
McNamara

06/19/2013

 **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) Granted 8/27/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest when certain defined performance milestones for the Company's Brick Business Unit are achieved.
- (2) On 6/17/2013, the issuer canceled, pursuant to the issuer's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options, having exercise prices ranging from \$6.29 to \$10.48 per share.

The replacement options for the Brick Business Unit performance options are broken into 5 price increments pursuant to the offer to
- (3) exchange. The 1st 5th vests on the 1st anniversary date, the 2nd 5th on the 2nd anniversary date, the 3rd 5th on the 3rd anniversary date, the 4th 5th on the fourth anniversary date, and the last 5th on the 5th anniversary date from the new options issue.

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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