

SPIRE Corp
Form 4
March 20, 2013

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 *
LITTLE ROGER G

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
SPIRE Corp [SPIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O SPIRE CORPORATION, ONE PATRIOTS PARK

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/21/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

BEDFORD, MA 01730-2396

(City) (State) (Zip)

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

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|---|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value | 03/20/2013 | | A | | 31,605 | A | \$ 0.69 | 731,605 | I | see footnotes (1) (2) |
| Common Stock, \$0.01 par value | 03/20/2013 | | A | | 113,636 | A | \$ 0.55 | 845,241 | I | see footnote (3) |
| Common Stock, \$0.01 par value | | | | | | | | 2,138,205 (4) | D | |

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| | | | |
|--------------------------------|--------|---|--------------------------|
| Common Stock, \$0.01 par value | 19,630 | I | By 401(k) Plan |
| Common Stock, \$0.01 par value | 5,281 | I | by 401(k) Plan by Spouse |

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 Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| LITTLE ROGER G C/O SPIRE CORPORATION ONE PATRIOTS PARK BEDFORD, MA 01730-2396 | X | X | Chairman & CEO | |

Signatures

Roger G. Little 03/20/2013
 **Signature of Date
 Reporting Person

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).

Shares are held by the Spire Corporation Non-Qualified Deferred Compensation Plan Trust for Roger Little (the "Trust"). As previously disclosed, under the Non-Qualified Deferred Compensation Plan, as amended to date, for Mr. Little (the "Plan"), on June 21, 2012, Mr. Little elected (and the Compensation Committee approved such election) to receive aggregate accumulated deferred compensation of

- (1) \$62,500 for the quarter ended September 30, 2012 in shares of common stock, which, based on the closing sale price of the issuer's common stock on the election date (\$0.69), was equal to approximately 90,580 shares to be awarded under the 2007 Stock Equity Plan (the "2007 Plan"). On May 17, 2012, the shareholders of Spire Corporation approved an amendment to the 2007 Plan to increase the maximum number of shares that may be granted to any one participant during any fiscal year to 500,000 shares.
- (2) On December 19, 2012, because of the limitations on awards under the 2007 Plan, only 58,975 of such shares were delivered to the Trust. On March 20, 2013, the remaining 31,605 shares were delivered to the Trust.

Shares are held by the Trust. On August 16, 2012, Mr. Little elected (and the Compensation Committee approved such election) to receive aggregate accumulated deferred compensation of \$62,500 for the quarter ended December 31, 2012 in shares of common stock, which, based on the closing sale price of the issuer's common stock on the election date (\$0.55), is equal to approximately 113,636 shares to be awarded under the 2007 Plan. On December 19, 2012, because of the limitations on awards under the 2007 Plan, none of these shares were delivered to the Trust. On March 20, 2013, 113,636 shares were delivered to the Trust.

- (4) Includes 2,109,305 shares of common stock in the Roger G. Little Family Trust of which Mr. Little is the primary beneficiary.

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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