

EMCORE CORP
Form 4
January 07, 2015

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 *
RITTICHER JEFFREY

(Last) (First) (Middle)
2015 W. CHESTNUT STREET
(Street)

ALHAMBRA, CA 91803

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMCORE CORP [EMKR]

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 01/05/2015 | | A | | 75,000 (1) | A | 75,000 D |
| Common Stock | 01/06/2015 | | S(3) | | 29,563 | D | \$ 5.18 45,437 D |
| Common Stock | 01/06/2015 | | S(3) | | 475 | D | \$ 5.2292 44,962 D |

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

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number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (4) | 11/05/2015 | | A | 225,000 | (5) | (5) | Emcore Common Stock | 225,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RITTICHER JEFFREY 2015 W. CHESTNUT STREET ALHAMBRA, CA 91803 | | | Chief Executive Officer | |

Signatures

/s/ Jeffrey
Rittichier 01/06/2015

**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) These shares were issued as part of a 300,000 restricted stock unit grant under the Company's 2012 Equity Incentive Plan in a transaction exempt from Section 16b pursuant to Rule 16b-3(d). This entry represents a portion of the total grant of restricted stock units that vested immediately and was settled in common stock on the grant date.
- (2) The shares of common stock were awarded to the Reporting Person for no cash or other similar consideration.
- (3) All sales were effected by the reporting person to satisfy the Reporting Person's tax liability in connection with the granting of restricted stock units under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).
- (4) Each restricted stock unit represents a contingent right to receive one share of Emcore common stock. Restricted stock units are payable, at the election of the Issuer, in cash, Emcore common stock, or a combination of the two.
- (5) Vests in three equal annual installments commencing on January 5, 2016. Not later than 30 days after vesting occurs, vested shares of Emcore common stock, an amount in cash equal to their fair market value or a combination of the two will be delivered to the Reporting Person.
- (6) The restricted stock units were awarded to the Reporting Person for no cash or other similar consideration.

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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