

Intermec, Inc.
Form 4
September 17, 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 *
SAMPLE STEVEN B

(Last) (First) (Middle)

UNIVERSITY OF SOUTHERN CALIFORNIA, ADMIN 300, 3551 TROUSDALE PARKWAY

(Street)

LOS ANGELES, CA 90089-4011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Intermec, Inc. [IN]

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 09/17/2013 | | D(1) | 18,199 D \$ 10 0 | | D | |

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)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 3.55 | 09/17/2013 | | D ⁽²⁾ | 2,500 | 05/09/2002 ⁽³⁾ | Common Stock | 2,500 |
| Stock Option (right to buy) | \$ 7.645 | 09/17/2013 | | D ⁽²⁾ | 2,500 | 05/08/2003 ⁽³⁾ | Common Stock | 2,500 |
| Stock Option (right to buy) | \$ 7.915 | 09/17/2013 | | D ⁽²⁾ | 2,500 | 05/09/2004 ⁽³⁾ | Common Stock | 2,500 |
| Phantom Stock Units | ⁽⁵⁾ | 09/17/2013 | | D ⁽⁵⁾ | 23,518 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 23,518 |
| Restricted Deferred Stock Units | ⁽⁵⁾ | 09/17/2013 | | D ⁽⁵⁾ | 24,462 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 24,462 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAMPLE STEVEN B UNIVERSITY OF SOUTHERN CALIFORNIA ADMIN 300, 3551 TROUSDALE PARKWAY LOS ANGELES, CA 90089-4011 | X | | | |

Signatures

/s/ Nancy Gallup,
attorney-in-fact

09/17/2013

 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) Disposed of pursuant to the agreement and plan of merger ("Merger Agreement"), dated as of December 9, 2012, by and among the issuer, Honeywell International Inc. ("Honeywell") and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell, pursuant to which the outstanding shares of the issuer's common stock were converted into the right to receive \$10.00 per share in cash, without interest.

(2) Disposed of pursuant to the Merger Agreement.

(3) The option expires three years after the reporting person ceases to be a director.

(4) Pursuant to the Merger Agreement, as of the effective time of the merger, the option was cancelled in exchange for the merger consideration of \$10.00 per share less the per share exercise price. Options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.

(5) Each phantom stock unit and restricted deferred stock unit represents the economic equivalent of one share of issuer common stock. The units are deferred under the Intermecc Director Deferred Compensation Plan and become payable in shares of issuer common stock in the month of January following the year in which the reporting person terminates services as a director (or in subsequent years in the event of future deferral elections) or following a change of control of the issuer. Pursuant to the Merger Agreement, each unit was cancelled in exchange for payment of the merger consideration of \$10.00 per share.

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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