

VICOR CORP
Form 4
June 18, 2013

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 *
Morrison Kemble D

(Last) (First) (Middle)
25 FRONTAGE ROAD
(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
___ Officer (give title below) ___X___ Other (specify below)
Vice President Corp Controller

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 Ownership (Instr. 4)
				(A) or (D)	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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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				
Non Qualified Stock Option	\$ 11.96	06/17/2013	D		1,600	<u>(1)</u>	09/04/2017	Common Stock	1,600
Non Qualified Stock Option	\$ 13.73	06/17/2013	D		25,000	<u>(2)</u>	08/27/2020	Common Stock	25,000
Non Qualified Stock Option	\$ 6.29	06/17/2013	A		1,600	<u>(4)</u>	06/17/2023	Common Stock	1,600
Non Qualified Stock Option	\$ 6.29	06/17/2013	A		5,000	<u>(5)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 7.34	06/17/2013	A		5,000	<u>(5)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 8.38	06/17/2013	A		5,000	<u>(5)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 9.43	06/17/2013	A		5,000	<u>(5)</u>	06/17/2023	Common Stock	5,000
Non Qualified Stock Option	\$ 10.48	06/17/2013	A		5,000	<u>(5)</u>	06/17/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Morrison Kemble D 25 FRONTAGE ROAD				Vice President Corp Controller

ANDOVER, MA 01810

Signatures

Kemble D.

06/18/2013

Morrison

__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 9/4/2007 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.
 - (2) Granted 8/27/2010 Under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest when certain milestones for the Company's Brick Business Unit are achieved.
 - (3) On 6/17/2013, the issuer cancelled, 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.
 - (4) The replacement options vest over a five year period in equal installments.
- The replacement options for the Brick Business Unit performance options are broken into 5 price increments pursuant to the offer
- (5) exchange. The first 5th vests on the 1st anniversary date of grant, the 2nd 5th on the 2nd anniversary date, the 3rd 5th on the 3rd anniversary date, the 4th 5th on the 4th 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.