

VICOR CORP
Form 4
June 19, 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 *
KELLEHER BARRY

(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) Other (specify below)
President Brick Business Unit

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	(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 Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount
				V	(A)				
Non Qualified Stock Option	\$ 11.8	06/17/2013	D		20,000	<u>(1)</u>	03/12/2020	Common Stock	20
Non Qualified Stock Options	\$ 11.7	06/17/2013	D		4,274	<u>(2)</u>	06/24/2013	Common Stock	4,
Non Qualified stock Option	\$ 15.64	06/17/2013	D		3,197	<u>(3)</u>	06/23/2014	Common Stock	3,
Non Qualified Stock option	\$ 6.08	06/17/2013	D		8,224	<u>(4)</u>	06/21/2015	Common Stock	8,
Non Qualified Stock Option	\$ 13.73	06/17/2013	D		100,000	<u>(5)</u>	08/27/2020	Common Stock	100
Non Qualified Stock Option	\$ 6.29	06/17/2013	A	20,000		<u>(6)</u>	06/17/2023	Common Stock	20
Non Qualified Stock option	\$ 6.29	06/17/2013	A	4,274		<u>(6)</u>	06/17/2023	Common Stock	4,
Non Qualified Stock Option	\$ 6.29	06/17/2013	A	3,197		<u>(6)</u>	06/17/2023	Common Stock	3,
Non Qualified Stock Option	\$ 6.29	06/17/2013	A	8,224		<u>(6)</u>	06/17/2023	Common Stock	8,
Non Qualified Stock Option	\$ 6.29	06/17/2013	A	20,000		<u>(9)</u>	06/27/2023	Common Stock	20

Non Qualified Stock Option	\$ 7.34	06/17/2013	A	20,000	(9)	06/17/2023	Common Stock	20
Non Qualified Stock Option	\$ 8.38	06/17/2013	A	20,000	(9)	06/17/2023	Common Stock	20
Non Qualified Stock Option	\$ 9.43	06/17/2013	A	20,000	(9)	06/17/2023	Common Stock	20
Non Qualified Stock option	\$ 10.48	06/17/2013	A	20,000	(9)	06/17/2023	Common Stock	20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEHER BARRY 25 FRONTAGE ROAD ANDOVER, MA 01810	X		President Brick Business Unit	

Signatures

/s/Kemble D. Morrison Attorney in Fact for Barry Kelleher 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 3/1/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.
- (2) Granted 6/24/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (3) Granted 6/23/2011 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (4) Granted 6/21/2012 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (5) 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.
- (6) The replacement options vest over a five year period in equal installments.
- (7) 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.
- (8) 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 an exercise price of \$6.29 per share
- (9)

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The replacement options for the Brick Business Unit performance options are broken into 5 price increments pursuant to the offer to 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. 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.