EMCORE CORP Form 4 August 26, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

1(b).

(Print or Type Responses)

(Ctata)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Larocca Christopher M Issuer Symbol EMCORE CORP [EMKR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction Director (Month/Day/Year) 10% Owner _ Other (specify Officer (give title 10420 RESEARCH ROAD SE 08/22/2013 below) Chief Operating Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ALBUQUERQUE, NM 87123 Person

(City)	(State)	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. Transactic Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)			
Common Stock	08/22/2013		M	4,167	A	<u>(1)</u>	19,659 (2)	D				
Common Stock	08/23/2013		S(3)	1,608	D	\$ 3.8398 (4)	18,051 (2)	D				
Common Stock	08/23/2013		A(5)	3,881	A	\$ 3.349	21,932 (2)	D				
Common Stock							8,012 (6)	I	By 401(k) Plan			

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number ion 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. Pr Derri Secu (Inst
			Code V	ŕ	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(7)</u>	08/22/2013	M	4,167	<u>(8)</u>	<u>(9)</u>	Common Stock	4,167	!

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Larocca Christopher M 10420 RESEARCH ROAD SE ALBUQUERQUE, NM 87123

Chief Operating Officer

Signatures

Alfredo Gomez, attorney-in-fact 08/26/2013

**Signature of Reporting Person Da

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).
- Each restricted stock unit represented a contingent right to receive one share of Emcore common stock. Restricted stock units were

 (1) payable, at the election of the Issuer, in cash, Emcore common stock, or a combination of the two. On August 22, 2013, the Issuer settled the restricted stock units in common stock.
- (2) Includes 5,834 shares of restricted stock granted under the Company's 2010 Equity Incentive Plan, vesting on January 28, 2014.
- All sales were effected pursuant to a 10b5-1 plan previously adopted by the Reporting Person to satisfy the Reporting Person's tax

 (3) liability in connection with the vesting of shares of restricted stock that were granted under the Company's 2010 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).

Reporting Owners 2

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- Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$3.83 to \$3.84 per share. The Reporting Person hereby undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each price.
- (5) Shares acquired through the EMCORE Corporation 2000 Employee Stock Purchase Plan in a transaction exempt from Section 16(b) pursuant to Rule 16b-3(d).
- (6) Shares attributable to EMCORE Corporation 401(k) account as of June 30, 2013.
- (7) 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.
- (8) 4,167 restricted stock units vested on August 22, 2013.
- (9) Remaining unvested restricted stock units vest on August 22, 2014. 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 both will be delivered to the Reporting Person.
- (10) 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. 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.