

KLEMA THOMAS E
Form SC 13D/A
March 31, 2010

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Rockwell Medical Technologies, Inc.
(Name of Issuer)

Common Shares, no par value per share
(Title of Class of Securities)

774374102

(CUSIP Number)

Thomas E. Klema

30142 Wixom Road

Wixom, Michigan 48393

(248) 960-9009

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 17, 2009

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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NAME OF REPORTING PERSON:

1. Thomas E. Klema

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY:

3.

SOURCE OF FUNDS:

4. PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5.

CITIZENSHIP OR PLACE OF ORGANIZATION:

6. United States of America

SOLE VOTING POWER:

7.

NUMBER OF 1,061,358

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8.

None

SOLE DISPOSITIVE POWER:

EACH REPORTING 9.

PERSON 1,061,358

WITH SHARED DISPOSITIVE POWER:

10.

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11.

1,061,358

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13.

5.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14.

IN

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This Amendment No. 2 amends the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on July 8, 2005 with respect to the common stock, no par value (the Common Shares), of Rockwell Medical Technologies, Inc. (Rockwell), as amended by Amendment No. 1 filed on December 27, 2005 (as amended, the Schedule 13D). The Schedule 13D is further amended as set forth below. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended by adding the following information:

The Reporting Person received as compensation grants of stock options and restricted stock as described in Item 5, for which no cash consideration was paid by him. The Reporting Person paid \$76,562.50 to acquire 35,000 Common Shares upon the exercise of stock options on December 17, 2009. The Reporting Person paid the exercise price from his personal funds. The exercise price due upon the exercise of stock options to acquire 50,000 Common Shares on January 9, 2009 was paid through the withholding by Rockwell of 21,978 Common Shares from the Common Shares that would have otherwise been issued upon the exercise, as provided in the 1997 Stock Option Plan and the corresponding grant agreement.

Item 4. Purpose of Transaction.

Item 4 is hereby amended by adding the following information:

Grants of options and restricted stock to the Reporting Person beginning in 2007 were made by the Compensation Committee of Rockwell's board of directors under Rockwell's 2007 Long Term Incentive Plan.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following information:

(a) As of the date hereof, the Reporting Person beneficially owned 1,061,358 Common Shares (including 873,832 Common Shares issuable upon exercise of stock options held by the Reporting Person that are exercisable currently or within 60 days), constituting approximately 5.9% of the Common Shares outstanding, based on 17,202,108 Common Shares outstanding as of February 28, 2010 (as disclosed in the 2009 Annual Report on Form 10-K filed by Rockwell).

The Reporting Person holds options to purchase 1,170,500 Common Shares as of the date hereof, 873,832 of which are exercisable currently or within the next 60 days, as set forth in the following table:

| Grant Date | # of Shares | Exercise Price | # Vested Currently or Within 60 Days | Vesting Schedule* | Expiration Date |
|------------|-------------|----------------|--------------------------------------|-------------------|-----------------|
| 10/11/01 | 100,000 | \$.70 | 100,000 | Fully Vested | 10/11/11 |
| 12/16/02 | 68,000 | \$.55 | 68,000 | Fully Vested | 12/16/12 |
| 6/18/03 | 150,000 | \$1.81 | 150,000 | Fully Vested | 6/18/13 |
| 9/17/03 | 25,000 | \$3.06 | 25,000 | Fully Vested | 9/17/13 |
| 1/13/04 | 85,000 | \$4.05 | 85,000 | Fully Vested | 1/13/14 |
| 12/22/04 | 115,000 | \$2.79 | 115,000 | Fully Vested | 12/22/14 |

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| Grant Date | # of Shares | Exercise Price | # Vested Currently or Within 60 Days | Vesting Schedule* | Expiration Date |
|------------|-------------|----------------|--------------------------------------|--------------------------------------|-----------------|
| 12/15/05 | 187,500 | \$4.55 | 187,500 | Fully Vested | 12/15/15 |
| 12/17/07 | 175,000 | \$6.50 | 116,666 | One-third per year starting 12/17/08 | 12/17/17 |
| 11/19/08 | 80,000 | \$3.09 | 26,666 | One-third per year starting 11/19/09 | 11/19/18 |
| 6/18/09 | 125,000 | \$6.74 | 0 | One-third per year starting 6/18/10 | 6/18/19 |
| 1/15/10 | 60,000 | \$7.13 | 0 | One-third per year starting 1/15/11 | 1/15/20 |

* Option vesting accelerates upon death, disability or a change in control of Rockwell.

A total of 50,000 of the Common Shares beneficially owned are restricted shares, granted on November 19, 2008 and subject to restriction on transfer prior to vesting. One-half of the restricted shares vest on May 19, 2010 and the remainder vest on November 19, 2011, or immediately upon a change in control of Rockwell.

(b) The Reporting Person has, or will have, sole voting and investment power over the Common Shares reported above as beneficially owned by him.

(c) Other than the option and restricted stock grants described above, the Reporting Person has had the following transactions in the Common Shares since the filing of Amendment No. 1 to the Schedule 13D:

| Date | # of Shares | Price | Transaction |
|------------|-------------|----------|---|
| 1/9/2009 | 28,022 | \$ 2.00 | Acquired shares upon cashless option exercise (net of 21,978 shares withheld and canceled by issuer from those otherwise issuable upon exercise to pay exercise price and tax withholding, valued at \$4.55 per share for this purpose) |
| 12/17/2009 | 35,000 | \$2.1875 | Acquired shares upon option exercise for cash |

(d) No other person is known to have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, the Common Shares beneficially owned by the Reporting Person.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety as follows:

99.1 Rockwell Medical Technologies, Inc. 1997 Stock Option Plan, as amended, filed as Appendix A to Rockwell's Proxy Statement for the 2006 Annual Meeting of Shareholders filed on April 17, 2006 and incorporated herein by reference.

99.2 Rockwell Medical Technologies, Inc. 2007 Long Term Incentive Plan, filed as an appendix to Rockwell's Proxy Statement for the Annual Meeting of Shareholders filed on April 18, 2007 and incorporated herein by reference.

99.3 Amendment No. 1 to Rockwell Medical Technologies, Inc. 2007 Long Term Incentive Plan, filed as an exhibit to Rockwell's Current Report on Form 8-K on May 30, 2008 and incorporated herein by reference.

99.4 Form of Restricted Stock Award Agreement (Executive Version), filed as an exhibit to Rockwell's Current Report on Form 8-K on November 25, 2008 and incorporated herein by reference.

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99.5 Form of Nonqualified Stock Option Agreement (Employee Version), filed as an exhibit to Rockwell's Current Report on Form 8-K on December 20, 2007 and incorporated herein by reference.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: March 31, 2010

/s/ Thomas E. Klema
Thomas E. Klema