

Hoechner Bruce D.
Form 4
October 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Hoechner Bruce D.

2. Issuer Name and Ticker or Trading Symbol
ROGERS CORP [ROG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE TECHNOLOGY DRIVE, PO BOX 188

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2011

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

(Street)
ROGERS, CT 06263

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | |
| Capital (Common) Stock ⁽¹⁾ | 10/03/2011 | | A | | 10,800 | A | \$ 0 10,800 | D |
| Capital (Common) Stock ⁽²⁾ | 10/03/2011 | | A | | 10,800 | A | \$ 0 21,600 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: Hoechner Bruce D. - Form 4

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) | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 37.05 | 10/03/2011 | | A | 23,200 | 10/03/2011 ⁽³⁾ 10/03/2021 | Capital (Common) Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoechner Bruce D. ONE TECHNOLOGY DRIVE PO BOX 188 ROGERS, CT 06263 | X | | President and CEO | |

Signatures

Alice R. Tetreault as Power of Attorney
Date: 10/04/2011

__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) Represents the award of Time-Based Restricted Stock Units that convert to common stock on a one-for-one basis. This Time-Based Restricted Stock Unit award vests in full on the fourth anniversary of the Grant Date, provided the Grantee is then employed by the Company or an Affiliate. This is an equity inducement award pursuant to the corporate governance rules of the New York Stock Exchange.

(2) Represents the award of Time-Based Restricted Stock Units that convert to common stock on a one-for-one basis. This Time-Based Restricted Stock Unit award vests in equal one-third increments on each of the first three (3) anniversaries of the Grant Date provided the Grantee is then employed by the Company or an Affiliate. This is an equity inducement award pursuant to the corporate governance rules of the New York Stock Exchange.

(3) This Non-Qualified Stock Option is exercisable as follows: 25% exercisable on the 2nd anniversary of the Grant Date, 50% exercisable on the 3rd anniversary of the Grant Date, and 100% on the 4th anniversary of the Grant Date. This is an equity inducement award pursuant to the corporate governance rules of the New York Stock Exchange.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Edgar Filing: Hoechner Bruce D. - Form 4

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.