

EMCORE CORP
Form 4
August 24, 2012

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 *
RICHARDS REUBEN F JR

(Last) (First) (Middle)

C/O EMCORE CORP, 10420
RESEARCH ROAD SE

(Street)

ALBUQUERQUE, NM 87123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMCORE CORP [EMKR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2012

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)
Exec Chairman & Chair of Board

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Restricted Stock Units | 08/22/2012 | | M | 4,167 A \$1 | 145,681 (2) | D | |
| Common Stock | 08/23/2012 | | S(3) | 1,582 D \$4,9718 (4) | 144,099 (2) | D | |
| Common Stock | | | | | 43,750 | I | By Spouse |
| Common Stock | | | | | 2,500 | I | By Spouse In Pension Fund |
| | | | | | 2,500 | I | |

Common
Stock

By Trust
For
Benefit Of
Daughter

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

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(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) | 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 Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | | | | |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | (1) | 08/22/2012 | | M | 4,167 | (5) | (6) | Common Stock | 4,167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARDS REUBEN F JR C/O EMCORE CORP 10420 RESEARCH ROAD SE ALBUQUERQUE, NM 87123 | | | Exec Chairman & Chair of Board | |

Signatures

/s/ Alfredo Gomez,
attorney-in-fact

08/24/2012

**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) 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.
- (2) Includes 25,000 shares of restricted stock granted under the Company's 2010 Equity Incentive Plan, vesting in two equal annual installments beginning on January 28, 2013.

All sales were effected pursuant to a 10b5-1 plan previously adopted by the Reporting Person to satisfy the Reporting Person's tax 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).
- (3) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$4.97 to \$5.04 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.
- (4) 4,167 restricted stock units vesting on August 22, 2012

Remaining unvested restricted stock units vest in two equal annual installments commencing on August 22, 2013. 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.
- (5) 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.

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