

VOCERA COMMUNICATIONS, INC.

Form 4

June 04, 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 *
ZERELLA WILLIAM

(Last) (First) (Middle)

C/O VOCERA COMMUNICATIONS, INC., 525 RACE STREET

(Street)

SAN JOSE, CA 95126

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VOCERA COMMUNICATIONS, INC. [VCRA]

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2013

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)
Chief Financial Officer

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 (A) or (D) Price | | | |
| Common Stock | 05/31/2013 | | G ⁽¹⁾ | 3,376 D \$ 0 | 12,624 ⁽²⁾ | D | |
| Common Stock | 05/31/2013 | | F ⁽³⁾ | 1,957 D ⁽³⁾ | 10,667 | D | |
| Common Stock | 05/31/2013 | | A | 21,276 ⁽⁴⁾ A \$ 0 | 31,943 | D | |
| Common Stock | 05/31/2013 | | G ⁽¹⁾ | 3,376 A \$ 0 | 15,843 ⁽²⁾ | I | By Zerella Family Trust |

08/26/03

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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 14.76 | 05/31/2013 | | A | 47,318 | <u>(5)</u> 05/30/2023 | Common Stock | 47,318 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZERELLA WILLIAM C/O VOCERA COMMUNICATIONS, INC. 525 RACE STREET SAN JOSE, CA 95126 | | | Chief Financial Officer | |

Signatures

/s/ William Zerella by Jay Spitzen,
Attorney-in-Fact

06/04/2013

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) This transaction involved the Reporting Person transferring shares of common stock obtained from the vesting of restricted stock units to the Zerella Family Trust.
- (2) Reflects 12,467 shares that were originally issued to the Zerella Family Trust and were previously reported as directly held by the Reporting Person.

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Exempt transaction pursuant to Section 16b-3(e) - Payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in

- (3) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of shares of restricted stock units. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (4) Represents a restricted stock unit award that vests in three equal annual installments commencing on May 31, 2014.
- (5) The stock option vests as to 1/48th of the total number of shares on the last day of each successive month commencing on June 30, 2013.

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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