

EMCORE CORP
Form 4
October 02, 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)
09/30/2012

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)
X 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 | (D) | Price |
| Common Stock | 09/30/2012 | | M | | 8,333 | A | 145,074 |
| Common Stock | 09/30/2012 | | M | | 17,812 | A | 162,886 |
| Common Stock | 09/30/2012 | | M | | 10,000 | A | 172,886 |
| Common Stock | | | | | | | 43,750 |
| Common Stock | | | | | | | 2,500 |
| | | | | | | I | By Spouse |
| | | | | | | I | By Spouse In Pension Fund |

| | | | |
|--------------|-------|---|----------------------------------|
| Common Stock | 2,500 | I | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Restricted Stock Units | (1) | 09/30/2012 | | M | 8,333 | (2) 09/30/2015 | Common Stock | 8,333 | |
| Restricted Stock Units | (1) | 09/30/2012 | | M | 17,812 | (2) 09/30/2015 | Common Stock | 17,812 | |
| Restricted Stock Units | (1) | 09/30/2012 | | M | 10,000 | (2) 09/30/2015 | Common Stock | 10,000 | |

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

10/02/2012

__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).

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 September 30, 2012, the Issuer settled the restricted stock units in common stock.

Pursuant to a general separation and release agreement, dated August 6, 2012, between the Issuer and the Reporting Person, all
(2) outstanding restricted stock units of the Reporting Person vested on September 30, 2012, in conjunction with the Reporting Person's separation from the Issuer.

(3) 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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