

MOSHAYEDI MEHRDAD
Form 5
February 17, 2009

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MOSHAYEDI MEHRDAD

2. Issuer Name and Ticker or Trading Symbol
STEC, INC. [STEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO, CTO, Secretary

(Last) (First) (Middle)

3001 DAIMLER STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

6. Individual or Joint/Group Reporting

(check applicable line)

SANTA ANA, CA 92705-5812

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	Â	Â	Â	Â	Â	I	By Trust (1)
Common Stock	12/17/2008	Â	G(6)	19,500 D \$ 0	7,549,889 (8)	I	By Trust (5)
Common Stock	12/18/2008	Â	G	18,900 D \$ 0	7,530,989	I	By Trust (5)
Common Stock	12/17/2008	Â	G(6)	19,500 A \$ 0	19,500	I	By Children (7)

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Common Stock 12/18/2008 Â G 18,900 A \$ 0 38,400 I By Children (7)

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

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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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 3.08	Â	Â	Â	Â Â	Â (2) 05/21/2013	Common Stock 87,6
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 3.84	Â	Â	Â	Â Â	Â (2) 02/23/2015	Common Stock 250,0
Incentive Stock Option (Right to Buy Common Stock) (4)	\$ 11.76	Â	Â	Â	Â Â	Â (3) 05/06/2013	Common Stock 37,4
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 10.69	Â	Â	Â	Â Â	Â (3) 05/06/2018	Common Stock 12,5

Reporting Owners

Reporting Owner Name / Address **Relationships**

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	Director	10% Owner	Officer	Other
MOSHAYEDI MEHRDAD 3001 DAIMLER STREET SANTA ANA, CA 92705-5812	Â X	Â X	Â President, COO, CTO, Secretary	Â
M&S MOSHAYEDI REVOCABLE TRUST DTD 9-28-98 3001 DAIMLER STREET SANTA ANA, CA 92705-5812	Â	Â X	Â	Â
MOSHAYEDI SEMIFA 3001 DAIMLER STREET SANTA ANA, CA 92705-5812	Â	Â X	Â	Â

Signatures

/s/ Mark Moshayedi 02/17/2009

**Signature of Reporting Person Date

/s/ Mark Moshayedi,
Co-Trustee 02/17/2009

**Signature of Reporting Person Date

/s/ Semira Moshayedi 02/17/2009

**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) These shares are owned directly by the D. and N. Moshayedi Investment Trust, dated 9/25/98, and Mark Moshayedi is an indirect beneficiary of this trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(2) These options are fully vested and immediately exercisable.

(3) This option shall vest and become exercisable in four equal annual installments commencing on May 7, 2009.

(4) Under the issuer's 2000 Stock Incentive Plan and IRS rules, incentive stock options granted to a holder of 10% or more of the issuer's common stock must have an exercise price per share not less than 110% of the fair market value per share of the common stock on the grant date and a term of not more than 5 years.

(5) These shares are owned directly by the M. and S. Moshayedi Revocable Trust, dated 9/25/98, a ten percent owner of the issuer, and indirectly by Mark Moshayedi and Semira Moshayedi as co-trustees of this trust, each of whom may be deemed to be a ten percent owner of the issuer. Each of the co-trustees disclaim beneficial ownership of these securities except to the extent of his or her pecuniary interest therein.

(6) This transaction involved a gift of securities by the reporting persons to their children, who share reporting persons' household.

(7) The reporting persons disclaim beneficial ownership of the shares held by their children except to the extent of their pecuniary interest therein.

(8) Includes 162,335 shares previously owned directly by Mark Moshayedi which were contributed to the M. and S. Moshayedi Revocable Trust, dated 9/25/98.

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