

MOSHAYEDI MEHRDAD
Form 4
March 17, 2009

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 *
MOSHAYEDI MEHRDAD

(Last) (First) (Middle)
3001 DAIMLER STREET
(Street)

SANTA ANA, CA 92705-5812

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/13/2009

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)
President, COO, CTO, Secretary

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)		
Common Stock					1,070,496	I	By Trust (1)		
Common Stock					70,464	I	By Children (6)		
Common Stock	03/13/2009		S(7)	151,300	D	7.5195 (8)	7,347,625	I	By Trust (5)
Common Stock	03/16/2009		S(7)	224,700	D	7.7465 (9)	7,122,925	I	By Trust (5)

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Common Stock	03/17/2009		<u>S</u> ⁽⁷⁾	24,000	D	\$ 7.9188 <u>(10)</u>	7,098,925	I	By Trust <u>(5)</u>
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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	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 3.08					<u>(2)</u>	05/21/2013	Common Stock	87,665
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 3.84					<u>(2)</u>	02/23/2015	Common Stock	250,000
Incentive Stock Option (Right to Buy Common Stock) ⁽⁴⁾	\$ 11.76					<u>(3)</u>	05/06/2013	Common Stock	37,416
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 10.69					<u>(3)</u>	05/06/2018	Common Stock	12,584

Reporting Owners

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

Signatures

/s/ Mark Moshayedi 03/17/2009

 Signature of Reporting Person Date

/s/ Mark Moshayedi,
Co-Trustee 03/17/2009

 Signature of Reporting Person Date

/s/ Semira Moshayedi 03/17/2009

 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) Each of Mark Moshayedi and Semira Moshayedi disclaims beneficial ownership of these securities held by their children except to the extent of their pecuniary interest therein.
- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the M. and S. Moshayedi Revocable Trust, dated 9/25/98, on November 28, 2008.
- (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.50 to \$7.80, inclusive. The reporting person undertakes to provide to STEC, Inc., any security holder of STEC, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

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the ranges set forth in footnotes (8), (9) & (10) to this Form 4.

- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.50 to \$7.89, inclusive.
- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.80 to \$7.99, inclusive.

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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