

EMCORE CORP
Form 4
January 17, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HOU HONG Q

(Last) (First) (Middle)

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)
01/15/2014

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)

CEO & President

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 |
| Common Stock | 01/15/2014 | | M | | 13,334 | A | 11 94,453 |
| Common Stock | 01/16/2014 | | S(2) | | 170 | D | \$ 4.9054 94,283 |
| Common Stock | 01/16/2014 | | S(2) | | 5,037 | D | \$ 4.79 89,246 |
| Common Stock | | | | | | | 9,505 (3) |
| | | | | | | I | By 401(k) Plan |

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

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SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (4) | 01/15/2014 | | M | 13,334 | (5) (6) | Common Stock | 13,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOU HONG Q 10420 RESEARCH ROAD, SE ALBUQUERQUE, NM 87123 | | | CEO & President | |

Signatures

/s/ Alfredo Gomez,
attorney-in-fact

01/17/2014

__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 January 15, 2014, the Issuer settled the restricted stock units in common stock.
 - (2) 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 restricted stock units under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).
 - (3) Shares attributable to EMCORE Corporation 401(k) account as of December 31, 2013.
 - (4) 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.

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(5) 13,334 restricted stock units vested on January 15, 2014.

The remaining unvested restricted stock units vest in two equal annual installments commencing on January 15, 2015. 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.

(7) 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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