

ROGERS CORP
Form 4
February 15, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
DAIGLE ROBERT C

(Last) (First) (Middle)

C/O ROGERS CORPORATION, ONE TECHNOLOGY DRIVE PO BOX 188

(Street)

ROGERS, CT 06263-0188

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROGERS CORP [ROG]

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2013

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)
Sr Vice 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Capital (Common) Stock	02/13/2013		A		5,500 (1)	A	\$ 0
Capital (Common) Stock					22,631.601	D	
					6,131.0668	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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAIGLE ROBERT C C/O ROGERS CORPORATION ONE TECHNOLOGY DRIVE PO BOX 188 ROGERS, CT 06263-0188			Sr Vice President	

Signatures

Irene A. Jessop as Power of Attorney
02/15/2013
**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) Vesting of a performance-based restricted stock award.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Sir Fred Goodwin: No, I don't think there's been any indication given as to when the process will end for us or will end for Barclays. It's an iterative process with all regulators, not just with the DNB that as they do work and get answers to one question that maybe gives rise to other questions and the process moves on, so it's not finished until it's finished, but our sense of it is that it's moving along well.

Lee Dunlop: Ok, but there's no reason to think of adjusting the Q4 completion period in your mind?

Sir Fred Goodwin: Not at this point. Clearly we do want to move this ahead as quickly as we can but I think realistically Q4 would be a sensible point to keep.

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Lee Dunlop: Ok, thank you very much.

Sir Fred Goodwin: Thanks.

Operator: Thank you. Sandy Chen of Panmure Gordon has our next question. Please go ahead.

Sandy Chen: Morning. I just had two probably straightforward questions. I wanted to get a sense of what the PBT is that you're buying. In the earlier offer you were paying 27 billion for 1.7 billion in PBT. What's the estimate for the PBT that you're buying with 16 billion now?

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Sir Fred Goodwin: I'll pass that one over to Guy. I haven't spent a lot of time looking at that. I always tend to look at the numbers with the synergies folded in, I think that takes us down to a P/E of something just below 8 that we're buying. Guy, do you want to ?

Guy Whittaker: Yes I do Fred. The slight difficulty on this is obviously there aren't consensus earnings forecasts for LaSalle and certainly not under IFRS so what we've done is taken the consensus analysts' forecasts for the ABN Group and deducted if you like our estimates of LaSalle and it comes in at just a little over 20 times earnings on a 2007 basis and as Fred said that reduces on the same metric to around 7.9 on a full run rate synergy basis for 2007.

Sandy Chen: Right, ok. The other question I had was more a general question on fair value adjustments on the ABN book. Given the broader concerns about sub-prime US exposure, CDOs and mortgage backed securities, is that part of the book going to be mainly in the RBS part and do you have an estimate of what the fair value adjustments that may be crystallised upon acquisition might be?

Sir Fred Goodwin: Guy, do you want to pick up that one as well?

Guy Whittaker: The answer is where there are specific hedges against part of the portfolio that would accrue to either ourselves, Fortis or Santander then the hedges would move with the underlying assets or liabilities and will be for the account. If there are general hedges at the group centre then they would be shared amongst the consortium. As for the fair value I do not have at this stage any visibility into what that number could be.

Sandy Chen: That's understandable. Thanks very much.

Operator: Thank you. Our next question comes from Lionel Tritalou of Insight Investment. Please go ahead.

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Lionel Tritalou: Hi, I might have missed this question at the very beginning of the call but could you confirm what will be the financing mix of the 16 billion, 5 billion of share swap and what will be the remainder made of?

Guy Whittaker: Shall I take that one as well Fred?

Sir Fred Goodwin: Thanks Guy.

Guy Whittaker: 5.2 billion of equity, about 5.3 billion of preference shares and the balance as senior debt.

Lionel Tritalou: Ok, and also in terms of I m not quite sure I heard correctly the revised integration costs.

Sir Fred Goodwin: 2.7.

Lionel Tritalou: 2.7, ok. Thank you very much.

Operator: Thank you. As there are no further questions I will turn the call back to Sir Fred for closing remarks. Thank you.

Sir Fred Goodwin: Thanks for calling in everyone. I think it sounds from the questions you ve got the bones of this down very well. As ever if there are any further questions as things move along then Guy, Richard and I will be happy to try and answer them. In simple terms what you ve got today is the deal as was on the table last week with the LaSalle business removed and the LaSalle cash in its place with an adjustment to reflect some dis-synergies in North America. But again thank you for calling in and we ll be happy to take any more questions in the course of the day or coming days. Thanks very much.

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Operator:
you may now disconnect.

Thank you. Ladies and gentlemen, that will conclude today's conference. Thank you for your participation,

END OF TRANSCRIPT
