

VICOR CORP

Form 4

November 03, 2014

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZENGILOWSKI RICHARD E

(Last) (First) (Middle)

C/O VICOR CORP, 25 FRONTAGE
ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VICOR CORP [vicr]

3. Date of Earliest Transaction
(Month/Day/Year)
10/30/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

VP Human Resources

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	(A) or (D)	Price		
Common Stock	10/30/2014		M		10,000	A	\$ 6.29	10,560	D
Common Stock	10/30/2014		M		3,000	A	\$ 5.35	13,560	D
Common Stock	10/30/2014		M		2,000	A	\$ 6.29	15,560	D
Common Stock	10/30/2014		S		10,000	D	\$ 13.062	5,560	D
Common Stock	10/30/2014		S		3,000	D	\$ 13.062	2,560	D

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Common Stock 10/30/2014 S 2,000 D \$ 13.062 560 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non Qualified Stock Option	\$ 6.29	10/30/2014		M	10,000	06/17/2014 06/17/2023	Common Stock 10,000
Non Qualified Stock Option	\$ 5.35	10/30/2014		M	3,000	<u>(1)</u> 05/14/2023	Common Stock 3,000
Non Qualified Stock Option	\$ 6.29	10/30/2014		M	2,000	<u>(1)</u> 06/17/2023	Common Stock 2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
ZENGILOWSKI RICHARD E C/O VICOR CORP 25 FRONTAGE ROAD ANDOVER, MA 01810	Director 10% Owner Officer Other VP Human Resources

Signatures

/s/Richard J. Nagel Jr. Attorney in Fact for Richard E.
Zengilowski

11/03/2014

__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).

(1) Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.

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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