

VICOR CORP
Form 4
May 05, 2006

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 *
RIDDIFORD DAVID T

(Last) (First) (Middle)
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)
05/04/2006

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)

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 | | |
| Common Stock | 05/04/2006 | | M | | 2,000 A \$ 18 | 91,200 | D |
| Common Stock | 05/04/2006 | | M | | 1,247 A \$ 16.04 | 92,447 | D |
| Common Stock | 05/04/2006 | | M | | 2,619 A \$ 7.15 | 95,066 | D |
| Common Stock | 05/04/2006 | | M | | 3,906 A \$ 9.59 | 98,972 | D |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non Qualified Stock Option | \$ 18 | 05/04/2006 | | M | 2,000 | <u>(1)</u> 06/27/2006 | Common Stock | 2,000 |
| Non Qualified Stock Option | \$ 16.04 | 05/04/2006 | | M | 1,247 | <u>(2)</u> <u>(3)</u> | Common Stock | 1,247 |
| Non Qualified Stock Option | \$ 7.15 | 05/04/2006 | | M | 2,619 | <u>(4)</u> <u>(3)</u> | Common Stock | 2,619 |
| Non Qualified Stock Option | \$ 9.59 | 05/04/2006 | | M | 3,906 | <u>(4)</u> <u>(3)</u> | Common Stock | 3,906 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RIDDIFORD DAVID T 25 FRONTAGE ROAD ANDOVER, MA 01810 | X | | | |

Signatures

/s/Mark A. Glazer, Attorney in Fact for David T.
Riddiford

05/05/2006

__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 1993 Stock Option Plan and vests over a five year period.
- (2) Granted under the Company's 1993 Stock Option Plan and vests over a four year period.
- (3) Each portion of the option expires 30 months after it becomes exercisable.
- (4) Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a four 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. 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.