

VICOR CORP  
Form 4  
June 19, 2013

**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 \*  
**KELLEHER BARRY**

(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)  
**06/17/2013**

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)  
**President Brick Business Unit**

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|---|

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) |         | Date Exercisable | Expiration Date | Title        | Amount  |
|-----------------------------|------------------------------|------------------|-----------------|-----------------|---------|------------------|-----------------|--------------|---------|
|                             |                              |                  |                 | (A)             | (D)     |                  |                 |              |         |
| Non Qualified Stock Option  | \$ 11.8                      | 06/17/2013       | D               |                 | 20,000  | <u>(1)</u>       | 03/12/2020      | Common Stock | 20,000  |
| Non Qualified Stock Options | \$ 11.7                      | 06/17/2013       | D               |                 | 4,274   | <u>(2)</u>       | 06/24/2013      | Common Stock | 4,274   |
| Non Qualified stock Option  | \$ 15.64                     | 06/17/2013       | D               |                 | 3,197   | <u>(3)</u>       | 06/23/2014      | Common Stock | 3,197   |
| Non Qualified Stock option  | \$ 6.08                      | 06/17/2013       | D               |                 | 8,224   | <u>(4)</u>       | 06/21/2015      | Common Stock | 8,224   |
| Non Qualified Stock Option  | \$ 13.73                     | 06/17/2013       | D               |                 | 100,000 | <u>(5)</u>       | 08/27/2020      | Common Stock | 100,000 |
| Non Qualified Stock Option  | \$ 6.29                      | 06/17/2013       | A               | 20,000          |         | <u>(6)</u>       | 06/17/2023      | Common Stock | 20,000  |
| Non Qualified Stock option  | \$ 6.29                      | 06/17/2013       | A               | 4,274           |         | <u>(6)</u>       | 06/17/2023      | Common Stock | 4,274   |
| Non Qualified Stock Option  | \$ 6.29                      | 06/17/2013       | A               | 3,197           |         | <u>(6)</u>       | 06/17/2023      | Common Stock | 3,197   |
| Non Qualified Stock Option  | \$ 6.29                      | 06/17/2013       | A               | 8,224           |         | <u>(6)</u>       | 06/17/2023      | Common Stock | 8,224   |
| Non Qualified Stock Option  | \$ 6.29                      | 06/17/2013       | A               | 20,000          |         | <u>(9)</u>       | 06/27/2023      | Common Stock | 20,000  |

|                                     |          |            |   |        |     |            |                 |    |
|-------------------------------------|----------|------------|---|--------|-----|------------|-----------------|----|
| Non<br>Qualified<br>Stock<br>Option | \$ 7.34  | 06/17/2013 | A | 20,000 | (9) | 06/17/2023 | Common<br>Stock | 20 |
| Non<br>Qualified<br>Stock<br>Option | \$ 8.38  | 06/17/2013 | A | 20,000 | (9) | 06/17/2023 | Common<br>Stock | 20 |
| Non<br>Qualified<br>Stock<br>Option | \$ 9.43  | 06/17/2013 | A | 20,000 | (9) | 06/17/2023 | Common<br>Stock | 20 |
| Non<br>Qualified<br>Stock<br>option | \$ 10.48 | 06/17/2013 | A | 20,000 | (9) | 06/17/2023 | Common<br>Stock | 20 |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| KELLEHER BARRY<br>25 FRONTAGE ROAD<br>ANDOVER, MA 01810 | X             |           | President Brick Business Unit |       |

## Signatures

/s/Kemble D. Morrison Attorney in Fact for Barry Kelleher 06/19/2013

\_\_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) Granted 3/1/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.
- (2) Granted 6/24/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (3) Granted 6/23/2011 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (4) Granted 6/21/2012 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- (5) Granted 8/27/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest when certain defined performance milestones for the Company's Brick Business Unit are achieved.
- (6) The replacement options vest over a five year period in equal installments.
- (7) On 6/17/2013, the issuer canceled, pursuant to the issuer's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options, having exercise prices ranging from \$6.29 to \$10.48 per share.
- (8) On 6/17/2013, the issuer canceled, pursuant to the issuer's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options, having an exercise price of \$6.29 per share
- (9)

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The replacement options for the Brick Business Unit performance options are broken into 5 price increments pursuant to the offer to exchange. The 1st 5th vests on the 1st anniversary date, the 2nd 5th on the 2nd anniversary date, the 3rd 5th on the 3rd anniversary date, the 4th 5th on the fourth anniversary date, and the last 5th on the 5th anniversary date from the new options issue.

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.