

Larocca Christopher M  
 Form 4/A  
 February 01, 2012

**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 \*  
 Larocca Christopher M

2. Issuer Name and Ticker or Trading Symbol  
 EMCORE CORP [EMKR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 10420 RESEARCH ROAD SE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/22/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Chief Operating Officer

ALBUQUERQUE, NM 87123  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 08/24/2011

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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(In)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units <sup>(3)</sup>	<u>(1)</u>	08/22/2011	A		50,000		<u>(2)</u>	<u>(2)</u>	Emcore Common Stock	50,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Larocca Christopher M 10420 RESEARCH ROAD SE ALBUQUERQUE, NM 87123			Chief Operating Officer	

**Signatures**

Alfredo Gomez,  
attorney-in-fact  
\*\*Signature of Reporting Person  
Date  
02/01/2012

**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) 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.  
The restricted stock units vest in three equal annual installments beginning on August 22, 2012. Vested shares of Emcore common stock,
- (2) an amount in cash equal to their fair market value or a combination of both will be delivered to the reporting person not later than 30 days after vesting occurs.
- (3) On August 24, 2011, the reporting person filed a Form 4 reporting an annual grant of 50,000 restricted stock units to the reporting person under the Company's 2010 Equity Incentive Plan in Table I instead of Table II.
- (4) 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. 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.