Intermec, Inc. Form 4 September 17, 2013

## FORM 4

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

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading YOST LARRY D Issuer Symbol Intermec, Inc. [IN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title Other (specify C/O INTERMEC, INC., 6001 36TH 09/17/2013 below) AVE. WEST 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting EVERETT, WA 98203-1264

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any	Code	4. Securition(A) or Dis	sposed o	of	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)  Code V	(Instr. 3, 4) Amount	(A) or	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	09/17/2013		D(1)	21,699	D :	\$ 10	0	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. Number of Derivative Expiration Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	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
Stock Option (right to buy)	\$ 7.375	09/17/2013		D(2)	25,000	05/07/2003	(3)	Common Stock	25,000
Stock Option (right to buy)	\$ 7.915	09/17/2013		D(2)	2,500	05/09/2004	<u>(3)</u>	Common Stock	2,500
Phantom Stock Units	<u>(5)</u>	09/17/2013		D <u>(5)</u>	65,011	<u>(5)</u>	<u>(5)</u>	Common Stock	65,011
Restricted Deferred Stock Units	<u>(5)</u>	09/17/2013		D <u>(5)</u>	24,462	<u>(5)</u>	<u>(5)</u>	Common Stock	24,462

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
YOST LARRY D C/O INTERMEC, INC. 6001 36TH AVE. WEST EVERETT WA 98203-1264	X					

### **Signatures**

/s/ Nancy Gallup, attorney-in-fact 09/17/2013

\*\*Signature of Reporting Person D

## **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) Disposed of pursuant to the agreement and plan of merger ("Merger Agreement"), dated as of December 9, 2012, by and among the issuer, Honeywell International Inc. ("Honeywell") and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell, pursuant to which the outstanding shares of the issuer's common stock were converted into the right to receive \$10.00 per share in cash, without

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interest.

- (2) Disposed of pursuant to the Merger Agreement.
- (3) The option expires three years after the reporting person ceases to be a director.
- Pursuant to the Merger Agreement, as of the effective time of the merger, the option was cancelled in exchange for the merger

  (4) consideration of \$10.00 per share less the per share exercise price. Options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.
  - Each phantom stock unit and restricted deferred stock unit represents the economic equivalent of one share of issuer common stock. The units become payable in shares of issuer common stock in the month of January following the year in which the reporting person
- (5) terminates services as a director (or in subsequent years in the event of future deferral elections) or following a change of control of the issuer. Pursuant to the Merger Agreement, each unit was cancelled in exchange for payment of the merger consideration of \$10.00 per share.

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.