

STALL RICHARD A
Form 4/A
February 03, 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 *
STALL RICHARD A

(Last) (First) (Middle)

C/O EMCORE CORPORATION, 145 BELMONT DRIVE

(Street)

SOMERSET, NJ 08873

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
01/06/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| EMCORE Corporation Common Stock | 01/04/2006 | | M | | 10,000 | A | \$ 5.1 109,732 |
| EMCORE Corporation Common Stock | 01/04/2006 | | S | | 10,000 | D | \$ 7.85 99,732 |
| EMCORE Corporation Common | 01/04/2006 | | M | | 500 | A | \$ 2.63 100,232 |

| | | | | | | | | | |
|---------------------------------|------------|--|---|-------|---|-----------------------|-------------------|---|----------------|
| Stock | | | | | | | | | |
| EMCORE Corporation Common Stock | 01/04/2006 | | S | 500 | D | \$ 7.74 | 99,732 | D | |
| EMCORE Corporation Common Stock | 01/04/2006 | | M | 1,600 | A | \$ 2.63 <u>(1)</u> | 101,332 | D | |
| EMCORE Corporation Common Stock | 01/04/2006 | | S | 1,600 | D | \$ 7.73 | 99,732 | D | |
| EMCORE Corporation Common Stock | 01/04/2006 | | M | 4,150 | A | \$ 2.63 <u>(1)</u> | 103,882 | D | |
| EMCORE Corporation Common Stock | 01/04/2006 | | S | 4,150 | D | \$ 7.72 | 99,732 | D | |
| EMCORE Corporation Common Stock | 01/04/2006 | | S | 6,000 | D | \$ 7.85 | 93,732 <u>(2)</u> | D | |
| EMCORE Corporation Common Stock | | | | | | | 548 | I | By 401(k) Plan |

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 required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|---------|------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 5.1 | 01/04/2006 | M | | | | (3) | 11/22/2006 | Common Stock | 10,000 |
| Employee Stock Option (right to buy) | \$ 2.63 | 01/04/2006 | M | | | | (5) | 05/18/2014 | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STALL RICHARD A C/O EMCORE CORPORATION 145 BELMONT DRIVE SOMERSET, NJ 08873 | X | | CTO | |

Signatures

/s/ Richard A. Stall
02/03/2006

**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) The original report erroneously reported these options as part of the \$5.10 options. This amendment corrects that error.
- (2) All Sales Made Pursuant to 10b5-1 Plan. The original report erroneously reported the sale of 6,000 shares as the exercise and sale of 6,000 incentive stock options. This amendment corrects that error.
- (3) The option vested in five equal annual installments beginning on November 22, 1997.
- (4) The number of remaining \$5.10 options was misreported in the Form 4 filed on December 15, 2006. The correct number should have been 59,210. There was also a mathematical error in the Form 4 filed on December 19, 2006. The correct ending balance should have been 39,210.
- (5) This option vests in four equal installments beginning on May 18, 2005.

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.