

ROSENTHAL BOB

Form 4/A

May 28, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
ROSENTHAL BOB2. Issuer Name and Ticker or Trading
Symbol
SAFEGUARD SCIENTIFICS INC
[SFE]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
435 DEVON PARK DRIVE,
BUILDING 8003. Date of Earliest Transaction
(Month/Day/Year)
05/23/2013☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)(Street)
WAYNE, PA 19087-19454. If Amendment, Date Original
Filed(Month/Day/Year)
05/24/20136. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Unit Award 2013	<u>(1)</u>	05/23/2013	A		2,500 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	2,500
Stock Option (right to buy)	\$ 15.845	05/23/2013	J <u>(2)</u>		5,000		05/23/2014	05/23/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENTHAL BOB 435 DEVON PARK DRIVE, BUILDING 800 WAYNE, PA 19087-1945	X			

Signatures

By: Deirdre Blackburn Agent For: Robert J. Rosenthal 05/28/2013

____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) The deferred stock units are payable in stock, on a one-for-one basis. The deferred stock units vest on the first anniversary of the grant date. Distributions in respect of the deferred stock units will be made following termination of service as a director at times established in accordance with the terms of the applicable equity compensation plan of the Issuer.

(2) This amended Form 4 is being filed solely to correct an inadvertent reporting error in the form of derivative security awarded as the annual service grant to directors. The Reporting Person originally reported an annual service grant of deferred stock units and stock options. This amended Form 4 corrects that original Form 4 to report solely the aggregate grant of 5,000 deferred stock units as shown in Table II.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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