

VICOR CORP
Form 4/A
October 21, 2014

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 *
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)
06/19/2013

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 Following 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
				V	(A)				
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 Option	\$ 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 Qualified Stock Option	\$ 7.34	06/17/2013	A	19,305 (10)	(9)	06/17/2023	Common Stock	19
Non Qualified Stock Option	\$ 8.38	06/17/2013	A	0 (11)	(11)	(11)	Common Stock	
Non Qualified Stock Option	\$ 9.43	06/17/2013	A	0 (12)	(12)	(12)	Common Stock	
Non Qualified Stock Option	\$ 10.48	06/17/2013	A	0 (13)	(13)	(13)	Common Stock	

Reporting Owners

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

Signatures

/s/Kemble D. Morrison, Attorney in fact for Barry
Kelleher

10/21/2014

**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 Offer to Exchange, filed on Schedule TO with the Securities and Exchange Commission on May 17, 2013, options granted to the reporting person. In exchange, the reporting person was awarded 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 Offer to Exchange, options granted to the reporting person. In exchange, the reporting person was awarded replacement options, having an exercise price of \$6.29 per share.

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- (9) Pursuant to the issuer's Offer to Exchange, the replacement options awarded in exchange for the Brick Business Unit performance options canceled are broken into five price increments: the first fifth vests on the first anniversary date, the second fifth on the second anniversary date, the third fifth on the third anniversary date, the fourth fifth on the fourth anniversary date, and the last fifth on the fifth anniversary date of the new options award.

- (10) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 20,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 695 shares that are the subject of this amendment, options to purchase 69,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013.

- (11) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 20,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 20,000 shares that are the subject of this amendment, options to purchase 69,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013.

- (12) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 20,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 20,000 shares that are the subject of this amendment, options to purchase 69,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013.

- (13) On a Form 4 filed on June 19, 2013, the reporting person reported acquiring options to purchase 20,000 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan. However, the Company subsequently determined that, in an aggregate amount including the options to purchase 20,000 shares that are the subject of this amendment, options to purchase 69,514 shares were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of options acquired on June 17, 2013.

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.