

SMTC CORP
Form 4
March 03, 2011

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 *
Todd Jane M A

(Last) (First) (Middle)
635 HOOD ROAD
(Street)

MARKHAM, A6 L3R 4N6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SMTC CORP [SMTX]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Financial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/01/2011 | | M | | 2,847 | A | \$ 0.7 |
| Common Stock | 03/01/2011 | | M | | 2,511 | A | \$ 1 5,358 |
| Common Stock | 03/01/2011 | | S ⁽¹⁾ | | 5,358 | D | \$ 3.7 0 <u>(2)</u> |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option to Purchase Common Stock | \$ 0.7 | 03/01/2011 | | M | 2,847 | <u>(3)</u> 11/10/2013 | Common Stock | 2,847 |
| Employee Stock Option to Purchase Common Stock | \$ 1 | 03/01/2011 | | M | 2,511 | <u>(4)</u> 11/10/2014 | Common Stock | 2,511 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Todd Jane M A 635 HOOD ROAD MARKHAM, A6 L3R 4N6 | | | Chief Financial Officer | |

Signatures

/s/ Jane Todd 03/03/2011
 **Signature of Date
 Reporting Person

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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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- The sale price reported in this Form 4 was between the range of \$3.7 per share and \$3.72 per share. The weighted average sale price is
- (2) reported. Full information regarding the number of shares sold at each separate price will be provided to the Commission staff upon request.
 - (3) One third of the options vested on November 10, 2009, one third of the options vested on November 10, 2010 and one third of the options will vest on November 10, 2011, such that all of the options will be fully vested on November 10, 2011.
 - (4) One third of the options vested on November 10, 2010, one third of the options will vest on November 10, 2011 and one third of the options will vest on November 10, 2012, such that all of the options will be fully vested on November 10, 2012.

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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