CALDWELL DONALD R
Form 4
January 03, 2013

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CALDWELL DONALD R

(Last) (First) (Middle)

C/O RUBICON TECHNOLOGY INC., 900 EAST GREEN ST., UNIT A

(Street)

BENSENVILLE, IL 60106

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Rubicon Technology, Inc. [RBCN]

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	12/31/2012		A		6,485 (1)	A	$ 0	22,881 (2)	D (3)	
Common Stock								5,386,423 (4) (5)	I	See footnote. (4)

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 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL DONALD R C/O RUBICON TECHNOLOGY INC. 900 EAST GREEN ST., UNIT A BENSENVILLE, IL 60106	X	X		

Signatures

/s/ Scott Glickson, attorney-in-fact	01/03/2013
**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) Consists of restricted stock pursuant to grants that vest according to the following schedule: 1,621 shares vest on March 31, 2013, 1,621 shares vest on June 30, 2013, 1,621 shares vest on September 30, 2013 and 1,622 shares vest on December 31, 2013.

(2) Includes 6,485 shares of restricted stock pursuant to grants that vest according to the following schedule: 1,621 shares vest on March 31, 2013, 1,621 shares vest on June 30, 2013, 1,621 shares vest on September 30, 2013 and 1,622 shares vest on December 31, 2013.

(3) Under the terms of the applicable partnership agreements of the Funds (as defined below), the Reporting Person is deemed to hold the newly acquired shares plus an additional 9,296 shares, (for a total of 15,781 shares) for the benefit of the Funds, which are entitled to receive the net economic benefit of the shares as a credit against the management fees owed by the Funds to Cross Atlantic Capital Partners, Inc. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(4) Consists of shares held by Cross Atlantic Technology Fund, L.P., Cross Atlantic Technology Fund, II, L.P., and/or The Co-Investment 2000 Fund, L.P. (the "Funds"). The Reporting Person is the owner and director of Cross Atlantic Capital Partners, Inc., which is the general partner of XATF Management, L.P., which is the general partner of Cross Atlantic Technology Fund, L.P. The Reporting Person is a director, shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. The Reporting Person is a shareholder, director and officer of Co-Invest Capital Partners, Inc., which is the general partner of Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent

of his pecuniary interest therein.

(5) Cross Atlantic Technology Fund, L.P. holds 668,572 shares of common stock, Cross Atlantic Technology Fund II, L.P. holds 2,230,198 shares of common stock and The Co-Investment 2000 Fund, L.P. holds 2,487,653 shares of common stock.

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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