### Edgar Filing: LEONARD THOMAS - Form 4

LEONARD Form 4 November 2 FORM Check th if no lon subject t Section Form 4 o Form 5 obligatio may con See Instr 1(b).	24, 2010 <b>A 4 UNITED</b> his box ger o <b>STATEN</b> 16. or Filed pur Section 17(	<b>IENT OF C</b> suant to Sect a) of the Pub	Washington HANGES IN SECUI	, D.C. 20 BENEFI RITIES ne Securit ding Con	549 ICIA ies E	L OWN xchange	Act of 1934, 1935 or Sectior	OMB Number: Expires: Estimated a burden hour response	•
	Address of Reporting	Person* 2	. Issuer Name <b>an</b> e	d Ticker or	Tradir	ισ	5. Relationship of	Reporting Pers	on(s) to
	THOMAS	Syr Sk	mbol XYWORKS S( WKS]			0	Issuer	k all applicable	
(Last) 20 SYLVA		(M	Date of Earliest T onth/Day/Year) /23/2010	ransaction			X Director Officer (give below)		Owner er (specify
WOBURN	(Street)		lf Amendment, D ed(Month/Day/Yea	-	l		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Pe	rson
(City)	(State)	(Zip)	Table I - Non-l	Derivative	Securi		ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Da any	3. Transacti Code Year) (Instr. 8)	4. Securit or(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common	11/02/0010		Code V		(D)	Price	(Instr. 3 and 4)	D	
Stock	11/23/2010		М	45,000	А		114,057	D	
Common Stock	11/23/2010		S	45,000	D	\$ 24.59 (1)	69,057	D	
Common Stock	11/23/2010		М	15,000	А		84,057	D	
Common Stock	11/23/2010		S	15,000	D	\$ 24.59 (1)	69,057	D	
	11/23/2010		М	15,000	А		84,057	D	

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Common Stock					\$ 11.75		
Common Stock	11/23/2010	S	15,000	D	\$ 24.59 (1)	69,057	D
Common Stock	11/23/2010	М	15,000	А	\$ 5.18	84,057	D
Common Stock	11/23/2010	S	15,000	D	\$ 24.59 (1)	69,057	D
Common Stock	11/23/2010	М	15,000	А	\$ 6.96	84,057	D
Common Stock	11/23/2010	S	15,000	D	\$ 24.59 (1)	69,057	D
Common Stock	11/23/2010	М	11,250	А	\$ 5.67	80,307	D
Common Stock	11/23/2010	S	11,250	D	\$ 24.59 (1)	69,057	D

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.

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	vative Expiration Date (Month/Day/Year) ired (A) sposed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.45	11/23/2010		М	45,000	(2)	08/01/2012	Common Stock	45,000

Employee Stock Option (Right to Buy)	\$ 6.24	11/23/2010	М	15,000	(3)	03/10/2013	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 11.75	11/23/2010	М	15,000	<u>(4)</u>	03/30/2014	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 5.18	11/23/2010	М	15,000	(5)	04/28/2015	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 6.96	11/23/2010	М	15,000	<u>(6)</u>	03/30/2016	Common Stock	15,000
Employee Stock Option (Right to Buy)	\$ 5.67	11/23/2010	М	11,250	(7)	03/29/2017	Common Stock	11,250

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
1	Director	10% Owner	Officer	Other				
LEONARD THOMAS								
20 SYLVAN ROAD	Х							
WOBURN, MA 01801								
Signatures								
/s/ Robert J. Terry,								
attorney-in-fact	1	1/24/2010						

\*\*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 price reflects the average selling price of the shares sold. Actual sale prices ranged from \$24.50 per share to \$24.73 per share.

(2) This stock option vested in four (4) equal installments beginning on 8/1/03 and ending on 8/1/06.

(3) This stock option vested in four (4) equal installments beginning on 3/10/04 and ending on 3/10/07.

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- (4) This stock option vested in four (4) equal installments beginning on 3/30/05 and ending on 3/30/08.
- (5) This stock option vested in four (4) equal installments beginning on 4/28/06 and ending on 4/28/09.
- (6) This stock option vested in four (4) equal installments beginning on 3/30/07 and ending on 3/30/10.
- (7) This stock option vests in four (4) equal installments beginning on 3/29/08 and ends on 3/29/11.

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.