

Lazovsky David E
 Form 3
 November 17, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

David Lazovsky E
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

11/17/2011
 (Month/Day/Year)

3. Issuer Name and Ticker or Trading Symbol
 INTERMOLECULAR INC [IMI]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

INTERMOLECULAR, INC., 3011 NORTH FIRST STREET

(Street)

SAN JOSE, CA 95134-2004

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, \$0.001 par value	3,297,752	D	À
Common Stock, \$0.001 par value	225,000	I	By GRAT ⁽¹⁾
Common Stock, \$0.001 par value	225,000	I	By Wife's GRAT ⁽²⁾
Common Stock, \$0.001 par value	45,882	I	By Children's Trust ⁽³⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	Â <u>(4)</u>	09/04/2017	Common Stock	300,000	\$ 1.66	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	01/19/2019	Common Stock	200,000	\$ 2	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	02/03/2020	Common Stock	187,500	\$ 2.66	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	03/30/2021	Common Stock	52,500	\$ 6.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lazovsky David E INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134-2004	Â X	Â	Â President & CEO	Â

Signatures

/s/ David E. Lazovsky 11/17/2011

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are held by The David E. Lazovsky 2010 Annuity Trust.
- (2) These shares are held by The Juel D. Lazovsky 2010 Annuity Trust.
- (3) These shares are held by The Lazovsky 2010 Irrevocable Children's Trust.

The option was immediately exercisable in full on September 5, 2007; however, the shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on the first anniversary measured from July 9, 2007 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

- (5) The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on the first anniversary measured from January 20, 2009 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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(6) The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on the first anniversary measured from February 1, 2010 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

(7) The shares vest pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the option vest on the first anniversary measured from February 2, 2011 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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.