

INTERMOLECULAR INC
Form 4
November 23, 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 *
ATMI INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7 COMMERCE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/23/2011

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

DANBURY, CT 06810

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

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

(City) (State) (Zip)

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, \$0.001 per share	11/23/2011		C		666,365	A	<u>(1)</u> 666,365
						I	By Subsidiary <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011		C		1,643,958	A	<u>(1)</u> 2,310,323
						I	By Subsidiary <u>(2)</u>
Common Stock, \$0.001 per share	11/23/2011		C		811,919	A	<u>(1)</u> 3,122,242
						I	By Subsidiary <u>(2)</u>

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Common Stock, \$0.001 per share	11/23/2011	X	735,000	A	\$ 3.76	3,857,242	I	By Subsidiary <u>(2)</u>
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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 Security (Instr. 3 and 4)
					V	(A) (D)	Date Exercisable	Expiration Date	
Series C Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011		C		1,332,731	<u>(3)</u>	<u>(4)</u>	Common Stock 66
Series D Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011		C		3,287,916	<u>(3)</u>	<u>(4)</u>	Common Stock 1,6
Series E Convertible Preferred Stock <u>(1)</u>	<u>(1)</u>	11/23/2011		C		1,623,838	<u>(3)</u>	<u>(4)</u>	Common Stock 81
Warrant to Purchase Common Stock	\$ 3.76	11/23/2011		X		735,000	<u>(5)</u>	12/21/2012	Common Stock 73

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ATMI INC 7 COMMERCE DRIVE DANBURY, CT 06810			X	

Signatures

/s/ Dan Sharkey

11/23/2011

__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) Every two shares of Series C, Series D and Series E Convertible Preferred Stock automatically converted into one share of common stock immediately prior to the consummation of the Issuer's initial public offering.
- (2) The securities are held directly by Advanced Technology Materials, Inc., ATMI, Inc.'s wholly-owned subsidiary.
- (3) The securities are convertible at any time at the holder's election.
- (4) The securities have no expiration date.
- (5) The warrant is immediately exercisable.

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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