

Chiang Tony P.
Form 4
November 26, 2012

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 *
Chiang Tony P.

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)

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

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

3011 NORTH FIRST STREET

11/21/2012

Chief Technology Officer

(Street)

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

SAN JOSE, CA 95134

(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	(D)	Price
Common Stock, \$0.001 par value	11/21/2012		M		8,896	A	\$ 0.1
Common Stock, \$0.001 par value	11/21/2012		S ⁽¹⁾		8,896	D	\$ 6.9013 ⁽³⁾
Common Stock, \$0.001 par value	11/23/2012		M		6,265	A	\$ 0.1

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Common Stock, \$0.001 par value	11/23/2012	S ⁽¹⁾	6,265	D	\$ 7.0221 <u>(4)</u>	13,200	D
Common Stock, \$0.001 par value	11/26/2012	M	9,839	A	\$ 0.1	23,039	D
Common Stock, \$0.001 par value	11/26/2012	S ⁽¹⁾	9,839	D	\$ 7.0885 <u>(5)</u>	13,200	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.

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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0.1	11/21/2012		M	8,896	<u>(2)</u> 06/14/2015	Common Stock	8,896	
Stock Option (Right to Buy)	\$ 0.1	11/23/2012		M	6,265	<u>(2)</u> 06/14/2015	Common Stock	6,265	
Stock Option (Right to Buy)	\$ 0.1	11/26/2012		M	9,839	<u>(2)</u> 06/14/2015	Common Stock	9,839	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiang Tony P. 3011 NORTH FIRST STREET SAN JOSE, CA 95134			Chief Technology Officer	

Signatures

/s/ Tony P.
Chiang

11/26/2012

**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 sale reported was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person on May 14, 2012.
The option was immediately exercisable in full on June 15, 2005; however, the shares vested pursuant to the following schedule:
Twenty-five percent (25%) of the shares subject to the original option (1,000,000 shares) vested on the first anniversary measured from May 9, 2005 ("Vesting Commencement Date") and the remaining shares vested in 36 successive equal monthly installments thereafter on each monthly anniversary date of Vesting Commencement Date.
 - (2) The transaction was executed in multiple trades in prices ranging from \$6.74 to \$7.03, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
 - (3) The transaction was executed in multiple trades in prices ranging from \$6.99 to \$7.06, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
 - (4) The transaction was executed in multiple trades in prices ranging from \$7.01 to \$7.15, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
 - (5) The transaction was executed in multiple trades in prices ranging from \$7.01 to \$7.15, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.

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.