

M&S MOSHAYEDI REVOCABLE TRUST DTD 11-16-95  
 Form 4  
 August 13, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**MOSHAYEDI MANOUCH**

(Last) (First) (Middle)  
 3001 DAIMLER STREET  
 (Street)

SANTA ANA, CA 92705-5812

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**STEC, INC. [STEC]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**08/11/2009**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	(D)	Price			
Common Stock	08/11/2009		S <sup>(1)</sup>		1,457,878	D	\$ 29.76	0	I	By Trust (2)
Common Stock	08/11/2009		S <sup>(1)</sup>		70,464	D	\$ 29.76	0	I	By Children (3)
Common Stock	08/11/2009		S <sup>(1)</sup>		2,971,658	D	\$ 29.76	3,184,271	I	By Trust (4) (5)

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**

SEC 1474 (9-02)

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy Common Stock) <sup>(6)</sup>	\$ 11.76					<u>(7)</u>	05/06/2013	Common Stock	37,416
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 10.69					<u>(7)</u>	05/06/2018	Common Stock	62,584
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 14.09					<u>(8)</u>	05/13/2019	Common Stock	150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOSHAYEDI MANOUCH 3001 DAIMLER STREET SANTA ANA, CA 92705-5812	X		Chief Executive Officer	
M&S MOSHAYEDI REVOCABLE TRUST DTD 11-16-95 3001 DAIMLER STREET SANTA ANA, CA 92705-5812			X	

## Signatures

/s/ Manouch Moshayedi 08/13/2009

\_\_Signature of Reporting Person Date

/s/ Manouch Moshayedi,  
trustee 08/13/2009

\_\_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).

On August 11, 2009, pursuant to an underwriting agreement dated August 5, 2009, among STEC, Inc. (the "Company"), the selling shareholders named therein (Manouch Moshayedi and Mark Moshayedi, both officers and directors of the Company) (the "Selling Shareholders"), and J.P. Morgan Securities Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (the "Underwriters"), the Selling Shareholders sold 9,000,000 of their outstanding shares of the Company's common stock to the Underwriters at a per share price of \$29.76 (for aggregate proceeds, before expenses, of \$267,840,000).

- (1) These shares were owned directly by the M. and S. Moshayedi Investment Trust, dated 11/16/95, and Manouch Moshayedi is an indirect beneficiary of this trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (2) The shares were owned by the reporting person's children. The reporting person disclaims beneficial ownership of these securities held by his children except to the extent of his pecuniary interest therein.
- (3) These shares are owned directly by the M. and S. Moshayedi Revocable Trust, dated 11/16/95, and indirectly by Manouch Moshayedi as trustee of this trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
- (4) Due to the sale described in footnote (1) above and corresponding footnote (4) above, the M. and S. Revocable Trust, dated 11/16/95 is no longer a 10% beneficial owner of the Company's common stock, and thereby is no longer subject to Section 16. The checked box in the top left corner of this Form 4 relates solely to the M. and S. Moshayedi Revocable Trust, dated 11/16/95. Manouch Moshayedi remains subject to Section 16.
- (5) Under the Company's 2000 Stock Incentive Plan and IRS rules, incentive stock options granted to a holder of 10% of more of the Company's common stock must have an exercise price per share not less than 110% of the fair market value per share of the common stock on the grant date and a term of not more than 5 years.
- (6) This option shall vest and become exercisable in four equal annual installments commencing on May 7, 2009.
- (7) This option shall vest and become exercisable in four equal annual installments commencing on May 14, 2010.
- (8)

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.