

Larocca Christopher M  
Form 4  
December 10, 2012

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Larocca Christopher M

(Last) (First) (Middle)

10420 RESEARCH ROAD SE

(Street)

ALBUQUERQUE, NM 87123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
EMCORE CORP [EMKR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2012

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 Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/06/2012                              |                                                             | M                                       | 3,000 A                                                                    | 19,465 <sup>(2)</sup>                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 12/07/2012                              |                                                             | S <sup>(3)</sup>                        | 1,333 D                                                                    | \$<br>3.97 <sup>(4)</sup>                                                                                          | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 7,095 <sup>(5)</sup>                                                                                               | I                                                                    | By 401(k)<br>Plan                                                 |

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares                                  |
| Restricted Stock Units                     | (6)                                                    | 12/06/2012                           |                                                    | M                              | 3,000                                                                                   | (7) (8)                                                  | Common Stock                                                  | 3,000                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships                    |
|--------------------------------------------------------------------------|----------------------------------|
|                                                                          | Director 10% Owner Officer Other |
| Larocca Christopher M<br>10420 RESEARCH ROAD SE<br>ALBUQUERQUE, NM 87123 | Chief Operating Officer          |

## Signatures

Alfredo Gomez,  
attorney-in-fact 12/10/2012

\_\_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) Each restricted stock unit represented a contingent right to receive one share of Emcore common stock. Restricted stock units were payable, at the election of the Issuer, in cash, Emcore common stock, or a combination of the two. On December 6, 2012, the Issuer settled the restricted stock units in common stock.

(2) Includes 11,667 shares of restricted stock granted under the Company's 2010 Equity Incentive Plan, vesting in two equal annual installments beginning on January 28, 2013.

(3) All sales were effected pursuant to a 10b5-1 plan previously adopted by the Reporting Person to satisfy the Reporting Person's tax liability in connection with the vesting of shares of restricted stock that were granted under the Company's 2010 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).

(4) Reflects aggregate reporting of multiple open market transactions. The price reported is the weighted average sale price of sales ranging from \$3.91 to \$4.27 per share. The reporting person hereby undertakes to provide, upon request by the staff of the Securities and

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Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each price.

- (5) Shares attributable to EMCORE Corporation 401(k) account as of September 30, 2012.
- (6) Each restricted stock unit represents a contingent right to receive one share of Emcore common stock. Restricted stock units are payable, at the election of the issuer, in cash, Emcore common stock, or a combination of the two.
- (7) 3,000 restricted stock units vested on December 6, 2012.  
Remaining unvested restricted stock units vest in two equal annual installments commencing on December 6, 2013. Not later than 30
- (8) days after vesting occurs, vested shares of Emcore common stock, an amount in cash equal to their fair market value or a combination of both will be delivered to the reporting person.
- (9) The restricted stock units were awarded to the reporting person for no cash or other similar consideration.

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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