MCWILLIAMS BRUCE M

Form 4

January 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

1(b).

Common

\$0.001 par

01/02/2013

Stock,

value

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MCWILLIAMS BRUCE M			2. Issuer Name and Ticker or Trading Symbol INTERMOLECULAR INC [IMI]					5. Relationship of Reporting Person(s) to Issuer			
	(First) (RMOLECULAR, NORTH FIRST		3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012					_X_ Director Officer (give below)		Owner or (specify	
SAN JOSE				endment, Date Original nth/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)	Tabl	le I - Non-l	Derivative	Secu	rities Acqu	uired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transacti Code (Instr. 8)	4. Secur on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock, \$0.001 par value	12/31/2012			S(1)	1,350	D D	\$ 9.0415 (2)	218,650	I	By Trust	

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

 $S^{(1)}$

9,200

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

I

\$

(4)

D

9.0015 209,450

By Trust

(3)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Number		
						Exercisable	Date		of		
				C-J- V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships

MCWILLIAMS BRUCE M C/O INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134-2004



Signatures

/s/ Bruce M.
McWilliams
01/03/2013

**Signature of Reporting Date
Person

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 10b5-1 Stock Trading Plan entered into by the Reporting Person on July 31, 2012.
- The transaction was executed in multiple trades in prices ranging from \$9.00 to \$9.15, 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.
- (3) These shares are held by the Bruce and Astrid McWilliams 1997 Trust UAD 11/06/09.
 - The transaction was executed in multiple trades in prices ranging from \$9.00 to \$9.04, inclusive. The price reported in Column 4 above
- (4) 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.

Reporting Owners 2

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