INTERMOLECULAR INC

Form 4

February 28, 2014

Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

Expires. 2005
Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction 1(b).

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

Symbol

(Middle)

2. Issuer Name and Ticker or Trading

INTERMOLECULAR INC [IMI]

3. Date of Earliest Transaction

(Print or Type Responses)

Lazovsky David E

(Last)

1. Name and Address of Reporting Person *

(First)

INTERMOI NORTH FI	`	(Month/Day/Year) 02/26/2014				_X_ Director _X_ Officer (gi below)		% Owner her (specify	
			mendment, Date Original Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
SAN JOSE,						Form filed by More than One Reporting Person			
(City)	(State) (Zip)	Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	an	ecution Date, if	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Stock, \$0.001 par value	02/26/2014		A	40,000	A	\$0	2,785,638	D	
Common Stock, \$0.001 par value							45,882	I	By Children's Trust (1)
Common Stock, \$0.001 par value							35,487	I	By Wife

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Common Stock, \$0.001 par value	189,513	I	By GRAT
Common Stock, \$0.001 par value	189,513	I	By Wife's GRAT (3)

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.

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date ties (Month/Day/Year) red (A) possed of		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
Stock Option (right to buy)	\$ 3.85	02/26/2014		A	82,000	<u>(4)</u>	02/25/2024	Common Stock	82,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting 6 wher runne / runness	Director	10% Owner	Officer	Other			
Lazovsky David E INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134-2004	X		President & CEO				
Signatures							
/s/Sandeep Jaggi as Attorney-in-Fa	act for Mr.		02/28/2014				
**Signature of Reporting Pers	son		Date				

Reporting Owners 2

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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) These shares are held by The Lazovsky 2010 Irrevocable Children's Trust.
- (2) These shares are held by The David E. Lazovsky 2010 Annuity Trust.
- (3) These shares are held by The Juel D. Lazovsky 2010 Annuity Trust.
 - The shares vest and become exercisable pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the
- (4) option vest on the first anniversary of the Date of Grant (the "Vesting Commencement Date") and the remaining shares vested in 36 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date.

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.