INTERMOLECULAR INC

Form 4/A January 22, 2015

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

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

may continue. See Instruction

1(b).

(Last)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCWILLIAMS BRUCE M

2. Issuer Name and Ticker or Trading

Symbol

INTERMOLECULAR INC [IMI]

(Month/Day/Year)

INTERMOLECULAR, INC., 3011 NORTH FIRST STREET

(First)

(Street)

Execution Date, if

(Month/Day/Year)

(Middle)

Filed(Month/Day/Year)

3. Date of Earliest Transaction

10/12/2014 below)

4. If Amendment, Date Original

10/14/2014

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

_X__ Director 10% Owner X_ Officer (give title Other (specify

> below) President and CEO

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)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T) (Instr. 4)

Ownership (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amoun Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	ar) (Instr. 8	Disposed of (Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code '	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Option (right to buy)	\$ 2.25	10/12/2014 <u>(1)</u>	A	2,880,000		(2)	10/11/2024(1)	Common Stock	2,88

Reporting Owners

Reporting Owner Name / Address	Relationships					
Troporting of their remaining their	Director	10% Owner	Officer	Other		
MCWILLIAMS BRUCE M INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134	X		President and CEO			

Signatures

/s/ Bruce M.
McWilliams
01/22/2015

**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) THIS AMENDED FORM 4 DOES NOT REFLECT ANY NEW TRANSACTIONS. IT IS BEING FILED TO CORRECT THE TRANSACTION DATE IN COLUMN 3 AND THE EXPIRATION DATE IN COLUMN 6.

1/48th of the original number of shares subject to the stock option shall vest and become exercisable on each monthly anniversary of the Vesting Commencement Date, so that all of the shares subject to the stock option shall be vested and exercisable on the fourth anniversary of the Vesting Commencement Date, subject to the Optionee's continuous service to the Company through each vesting date. The stock option shall be subject to additional vesting provisions contained within the McWilliams Employment Agreement.

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.

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