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INTERMOLECULAR INC

Form 5

February 17, 2015

rebruary 17,	, 2013										
FORM	15								3 APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if no longer subject Washington, D.C. 20549							N OMB Number Expires:	January 31			
to Section 16. Form 4 or Form 5 obligations may continue. ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									Estimated average burden hours per response 1.0		
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported Form 4 Transactions Reported See Instruction 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1940 Transactions Reported											
1. Name and Address of Reporting Person * MCWILLIAMS BRUCE M Symbol INTERMOLECULAR IN							5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)	Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)				ed	(Check all applicable) _X_ Director 10% Owner				
12/31/2014X Officer (give title Other (specify below) below) NORTH FIRST STREET 12/31/2014X Officer (give title Other (specify below) below) President and CEO											
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Reporting				
							(ch	eck applicable	line)		
SAN JOSE,	CA 95134						_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							cially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Datany	3. Transaction Code Year) (Instr. 8)	(A) or Di (D)	(Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	06/13/2014(1)	Â	A	40,000		\$0	40,000	D	Â		
Common Stock, \$0.001 par value	Â	Â	Â	Â	Â	Â	102,217	I	Bruce McWilliams Living Trust		

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

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SEC 2270 (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. 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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.29	06/13/2014(1)	Â	A	75,000 Â	(2)	06/12/2024	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCWILLIAMS BRUCE M INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CAÂ 95134

 $\hat{A} X \hat{A} \hat{A}$ President and CEO \hat{A}

Signatures

/s/ Reed Birnbaum as Attorney in Fact for Mr. McWilliams

02/17/2015

**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) At the time of this award, Dr. McWilliams was serving only as a Director.
- (2) The shares vest and become exercisable in a single installment on June 13, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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