

Chiang Tony P.
Form 4
December 26, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Chiang Tony P.

(Last) (First) (Middle)

INTERMOLECULAR, INC., 3011
NORTH FIRST STREET

(Street)

SAN JOSE, CA 95134-2004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERMOLECULAR INC [IMI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Technology 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, \$0.001 par value	12/20/2012		M		10,000 A \$ 0.1	73,200	D
Common Stock, \$0.001 par value	12/20/2012		S ⁽¹⁾		10,000 D 7.9921	63,200	D
Common Stock, \$0.001 par value	12/21/2012		M		9,500 A \$ 0.1	72,700	D

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Common Stock, \$0.001 par value	12/21/2012	S ⁽¹⁾	9,500	D	\$ 8.1275 <u>(3)</u>	63,200	D
Common Stock, \$0.001 par value	12/24/2012	M	6,373	A	\$ 0.1	69,573	D
Common Stock, \$0.001 par value	12/24/2012	S ⁽¹⁾	6,373	D	\$ 8.2493 <u>(4)</u>	63,200	D

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

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(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.1	12/20/2012		M	10,000	<u>(5)</u>	06/14/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 0.1	12/21/2012		M	9,500	<u>(5)</u>	06/14/2015	Common Stock	9,500
Stock Option (right to buy)	\$ 0.1	12/24/2012		M	6,373	<u>(5)</u>	06/14/2015	Common Stock	6,373

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chiang Tony P. INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134-2004			Chief Technology Officer	

Signatures

/s/ Tony P.
Chiang

12/26/2012

**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) The sale reported was effected pursuant to a Rule 10b5-1 Sales Plan adopted by the Reporting Person on May 11, 2012.
The transaction was executed in multiple trades in prices ranging from \$7.69 to \$8.15, inclusive. The price reported in Column 4 above
- (2) 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.
The transaction was executed in multiple trades in prices ranging from \$7.85 to \$8.28, inclusive. The price reported in Column 4 above
- (3) 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.
The transaction was executed in multiple trades in prices ranging from \$7.81 to \$8.35, 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.
The option was immediately exercisable in full on June 15, 2005; however, the shares vested pursuant to the following schedule:
- (5) Twenty-five percent (25%) of the shares subject to the original option (1,000,000 shares) vested on the first anniversary measured from May 9, 2005 ("Vesting Commencement Date") and the remaining shares vested in 36 successive equal monthly installments thereafter on each monthly anniversary date of 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.