

SYMYX TECHNOLOGIES INC
Form 4
November 23, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SYMYX TECHNOLOGIES INC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2011

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

C/O ACCELRYX, INC., 10188
TELESIS COURT, SUITE 100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN DIEGO, CA 92121

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock, \$0.001 per share	11/23/2011		C		3,598,375	A	Ⓛ 3,598,375
Common Stock, \$0.001 per share	11/23/2011		C		270,724	A	Ⓛ 270,724
Common Stock, \$0.001 per share	11/23/2011		C		99,105	A	Ⓛ 99,105

Common
 Stock, 11/23/2011 S 3,968,204 D \$ 10 0 D
 \$0.001 per share

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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series C Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011		C	7,196,750	<u>(2)</u> <u>(3)</u>	Common Stock 3,598,
Series D Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011		C	541,448	<u>(2)</u> <u>(3)</u>	Common Stock 270,7
Series E Convertible Preferred Stock ⁽¹⁾	<u>(1)</u>	11/23/2011		C	198,211	<u>(2)</u> <u>(3)</u>	Common Stock 99,10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SYMYX TECHNOLOGIES INC C/O ACCELRYX, INC. 10188 TELESIS COURT, SUITE 100 SAN DIEGO, CA 92121		X		

Signatures

/s/ David R.

Mersten

11/23/2011

__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) Each share of Series C, Series D and Series E Convertible Preferred Stock automatically converted into one-half of one share of common stock immediately prior to the consummation of the Issuer's initial public offering.
 - (2) The securities are immediately convertible.
 - (3) The expiration date is not relevant to the conversion of these securities.

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.