

Kiper Christopher S
 Form 4
 August 07, 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 *
 O'CONNELL MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 RCM TECHNOLOGIES INC
 [RCMT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 515 S. FIGUEROA ST, SUITE 1100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/03/2012

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

LOS ANGELES, CA 90071
 (City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/03/2012		P		2,500	A	\$ 5.57 (7)	999,930 I	See Footnotes (1) (2) (3) (4) (5) (6)
Common Stock	08/06/2012		P		1,500	A	\$ 5.53 (7)	1,001,430 I	See Footnotes (1) (2) (3) (4) (5) (6)
Common Stock	08/07/2012		P		17,900	A	\$ 5.59 (7)	1,019,330 I	See Footnotes (1) (2) (3) (4) (5) (6)

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) IRS Partnership No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares.
- (2) The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares
The general partner of IRS 19 is M2O, Inc., a Delaware corporation ("M2O"), the Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual ("Mr. O'Connell", collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities"), controls all investment decisions with respect to the Trust;
(3) and by virtue of such relationships, IRS 19, M2O, the Trust and Mr. O'Connell may be deemed to have the shared voting and dispositive power over the shares owned by IRS 19. The investment decisions of the Foundation are controlled by Mr. O'Connell and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to have shared voting and dispositive power over the shares owned by the Foundation. (Continued to foot note 4)
- (4) IRS 19, M2O and the Trust disclaim beneficial ownership of, and have no pecuniary interest in, the shares owned by the Foundation. The Foundation disclaims beneficial ownership of, and has no pecuniary interest in, the shares owned by IRS 19.
IRS 19 and the Foundation have each entered into an investment advisory agreement with Stonnington Group, LLC, a California limited liability company ("Stonnington"), pursuant to which Christopher Kiper and Bradly Vizi on behalf of Stonnington, exclusively manages IRS 19's and the Foundation's investment in RCM Technologies, Inc. (the "Issuer") and has certain discretion with respect to purchase
(5) and sales of shares in the Issuer. As a result, Stonnington, Mr. Kiper and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Stonnington, Mr. Kiper and Mr. Vizi each disclaims beneficial ownership of, and each has no pecuniary interest in, the shares held by each other. As of the date of filing of this Form 4, Mr. Vizi directly owns 22,000 shares of common stock of the Issuer and Mr. Kiper owns 1,000 shares of common stock of the Issuer.
- (6) This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (7) Net weighted average price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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