

Lazovsky David E  
 Form 4  
 February 06, 2013

**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 \*  
 Lazovsky David E

(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)  
 02/04/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$0.001 par value	02/04/2013		A		40,000	A	\$ 0
Common Stock, \$0.001 par value					45,882	I	By Children's Trust <sup>(1)</sup>
Common Stock, \$0.001 par value					35,487	I	By Wife

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Common Stock, \$0.001 par value	189,513	I	By GRAT <u>(2)</u>
Common Stock, \$0.001 par value	189,513	I	By Wife's GRAT <u>(3)</u>

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
Stock Option (right to buy)	\$ 9.71	02/04/2013		A	82,000	<u>(4)</u> 02/03/2023	Common Stock	82,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lazovsky David E INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134-2004	X	X	President & CEO	

## Signatures

/s/ David E. Lazovsky 02/06/2013

\*\*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) These shares are held by The Lazovsky 2010 Irrevocable Children's Trust.
- (2) These shares are held by The David E. Lazovsky 2010 Annuity Trust.
- (3) These shares are held by The Juel D. Lazovsky 2010 Annuity Trust.

The shares vest and become exercisable pursuant to the following schedule: Twenty-Five Percent (25%) of the shares subject to the

- (4) original option vest on the first anniversary of the Date of Grant (the "Vesting Commencement Date") and the remaining shares vested in 36 successive, equal monthly installments thereafter on each monthly anniversary of the 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.

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