

Lazovsky David E
Form 4
March 07, 2013

FORM 4

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

OMB APPROVAL

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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)
03/04/2013

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 Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 par value	03/04/2013	03/06/2013 ⁽¹⁾	S ⁽²⁾	1,681 D	\$ 9.6434 3,135,190	D	
Common Stock, \$0.001 par value	03/06/2013		S ⁽⁴⁾	38,500 D	\$ 9.6729 3,096,690	D	
Common Stock, \$0.001 par value					45,882	I	By Children's Trust ⁽⁶⁾

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Common Stock, \$0.001 par value	35,487	I	By Wife
Common Stock, \$0.001 par value	189,513	I	By GRAT ⁽⁷⁾
Common Stock, \$0.001 par value	189,513	I	By Wife's GRAT ⁽⁸⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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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		President & CEO	

Signatures

/s/Sandeep Jaggi as Attorney-in-Fact for Mr.
Lazovsky

03/07/2013

__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).

This sale was conducted as described in Footnote 2. The shares were sold by the executing broker over a period of three business days -

- (1) March 4-6, 2013. The Reporting Person was informed by the broker of the total number of shares sold on March 6, 2013. Accordingly, pursuant to Rule 16a-3(g)(2), the deemed execution date was March 6, 2013.

This sale was made as part of a "sell to cover taxes" arrangement in connection with the March 1, 2013 vesting of certain shares of

- (2) restricted stock that the Reporting Person acquired pursuant to a restricted stock grant dated March 29, 2012. The sale was made pursuant to a 10b5-1 plan entered into by the Reporting Person. No shares were withheld by or surrendered to the issuer.

The transaction was executed in multiple trades in prices ranging from \$9.6201 to \$10.00, inclusive. The price reported in Column 4 above 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.

- (4) The sale reported was effected pursuant to a Rule 10b5-1 Sales Plan adopted by Mr. Lazovsky on May 14, 2012.

The transaction was executed in multiple trades in prices ranging from \$9.55 to \$9.76, inclusive. The price reported in Column 4 above

- (5) 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.

- (6) These shares are held by The Lazovsky 2010 Irrevocable Children's Trust.

- (7) These shares are held by The David E. Lazovsky 2010 Annuity Trust.

- (8) These shares are held by The Juel D. Lazovsky 2010 Annuity Trust.

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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