Lazovsky David E Form 4 April 08, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lazovsky David E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction

INTERMOLECULAR INC [IMI]

(Month/Day/Year)

INTERMOLECULAR, INC., 3011 NORTH FIRST STREET

04/04/2013

(Check all applicable) 10% Owner

_X__ Director X_ Officer (give title _ Other (specify below)

President & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SAN JOSE, CA 95134-2004

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of	(D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C.			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock, \$0.001 par value	04/04/2013		S <u>(1)</u>	4,432	D	\$ 9.2658 (2)	3,092,258	D	
Common Stock, \$0.001 par value	04/05/2013		S <u>(1)</u>	13,040	D	\$ 9.1961 (3)	3,079,218	D	
Common Stock, \$0.001 par value	04/08/2013		S <u>(1)</u>	21,028	D	\$ 8.9375 (4)	3,058,190	D	

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Common Stock, \$0.001 par value	45,882	I	By Children's Trust (5)
Common Stock, \$0.001 par value	35,487	I	By Wife
Common Stock, \$0.001 par value	189,513	I	By GRAT
Common Stock, \$0.001 par value	189,513	I	By Wife's GRAT (7)

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable	and 7. Title and	8. Price of
Derivative Conversion (Month/Day/Year) Execution Date, if TransactiorNumber Expiration Date	Amount of	Derivative
Security or Exercise any Code of (Month/Day/Year)	Underlying	Security
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative	Securities	(Instr. 5)
Derivative Securities	(Instr. 3 and 4)	
Security Acquired		
(A) or		
Disposed		
of (D)		
(Instr. 3,		
4, and 5)		
	Amount	
	or	
Date Expira	tion Title Number	
Exercisable Date	of	
Code V (A) (D)	Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
Lazovsky David E INTERMOLECULAR, INC.	X		President & CEO		
IIII DIGITOLLE CELI III, IIIC.			a clo		

Reporting Owners 2

3011 NORTH FIRST STREET SAN JOSE, CA 95134-2004

Signatures

/s/ David E. Lazovsky 04/08/2013

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 Mr. Lazovsky on May 14, 2012.
- The transaction was executed in multiple trades in prices ranging from \$9.17 to \$9.58, 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.
- The transaction was executed in multiple trades in prices ranging from \$9.02 to \$9.33, 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.
- The transaction was executed in multiple trades in prices ranging from \$8.79 to \$9.19, 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.
- (5) These shares are held by The Lazovsky 2010 Irrevocable Children's Trust.
- (6) These shares are held by The David E. Lazovsky 2010 Annuity Trust.
- (7) 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. 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.

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