

VICOR CORP
Form 4/A
October 20, 2014

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 *
Davies Philip D

(Last) (First) (Middle)
25 FRONTAGE RD.

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VICOR CORP [vicr]

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
06/19/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Global Sales & Marketing

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount
				(A)	(D)				
Non Qualified Stock Option	\$ 15.07	06/17/2013	D		100,000	<u>(1)</u>	03/01/2021	Common Stock	100
Non Qualified Stock Option	\$ 6.29	06/17/2013	A	70,000	<u>(3)</u>	<u>(4)</u>	06/17/2023	Common Stock	70

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davies Philip D 25 FRONTAGE RD. ANDOVER, MA 01810			VP Global Sales & Marketing	

Signatures

/s/Kemble D. Morrison, Attorney in Fact for Philip D. Davies 10/20/2014

**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) Granted 3/1/2011, under the Company's Amended and Restated 2000 Stock Option and Incentive Plan, vesting over a five year period. On 6/17/2013, pursuant to the issuer's Offer to Exchange, filed on Schedule TO with the Securities and Exchange Commission on May 17, 2013, the issuer canceled options granted to the reporting person. In exchange, the reporting person was awarded replacement options at an exercise price of \$6.29.
- (2) As previously reported on the Form 4 filed on June 19, 2013, by the reporting person, the reporting person reported acquiring, on June 17, 2013, stock options to purchase 100,000 shares of common stock pursuant to the issuer's Offer to Exchange. However, the Company subsequently determined that stock options to purchase 30,000 shares of common stock were not validly granted during 2013 pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan because the grants exceeded the limit on the number of stock options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess stock options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of stock options acquired on June 17, 2013.
- (3) The replacement options vest over a five year period in equal installments.

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.