

Intermec, Inc.
Form 4
September 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
YOST LARRY D

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
Intermec, Inc. [IN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O INTERMEC, INC., 6001 36TH AVE. WEST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2013

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

EVERETT, WA 98203-1264

(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 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) Price			
Common Stock	09/17/2013		D(1)	21,699 D \$ 10 0		D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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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)	\$ 7.375	09/17/2013		D ⁽²⁾	25,000	05/07/2003 ⁽³⁾	Common Stock	25,000
Stock Option (right to buy)	\$ 7.915	09/17/2013		D ⁽²⁾	2,500	05/09/2004 ⁽³⁾	Common Stock	2,500
Phantom Stock Units	⁽⁵⁾	09/17/2013		D ⁽⁵⁾	65,011	⁽⁵⁾ ⁽⁵⁾	Common Stock	65,011
Restricted Deferred Stock Units	⁽⁵⁾	09/17/2013		D ⁽⁵⁾	24,462	⁽⁵⁾ ⁽⁵⁾	Common Stock	24,462

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOST LARRY D C/O INTERMEC, INC. 6001 36TH AVE. WEST EVERETT, WA 98203-1264		X		

Signatures

/s/ Nancy Gallup,
attorney-in-fact

09/17/2013

⁽⁵⁾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) Disposed of pursuant to the agreement and plan of merger ("Merger Agreement"), dated as of December 9, 2012, by and among the issuer, Honeywell International Inc. ("Honeywell") and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell, pursuant to which the outstanding shares of the issuer's common stock were converted into the right to receive \$10.00 per share in cash, without

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interest.

- (2) Disposed of pursuant to the Merger Agreement.
- (3) The option expires three years after the reporting person ceases to be a director.

- Pursuant to the Merger Agreement, as of the effective time of the merger, the option was cancelled in exchange for the merger consideration of \$10.00 per share less the per share exercise price. Options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.
- (4) consideration of \$10.00 per share less the per share exercise price. Options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.

Each phantom stock unit and restricted deferred stock unit represents the economic equivalent of one share of issuer common stock. The units become payable in shares of issuer common stock in the month of January following the year in which the reporting person

- (5) terminates services as a director (or in subsequent years in the event of future deferral elections) or following a change of control of the issuer. Pursuant to the Merger Agreement, each unit was cancelled in exchange for payment of the merger consideration of \$10.00 per share.

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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