

FSI INTERNATIONAL INC
Form 4
February 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SAND BENNO G

(Last) (First) (Middle)
1910 MOLINE CIRCLE
(Street)

EXCELSIOR, MN 55331

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FSI INTERNATIONAL INC [FSII]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2012

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)
EVP, Bus Dev IR

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	02/02/2012		M	16,333 A	\$ 1.64 92,532	D	
Common Stock	02/02/2012		M	2,500 A	\$ 1.44 95,032	D	
Common Stock	02/02/2012		M	10,667 A	\$ 0.35 105,699	D	
Common Stock	02/02/2012		M	5,000 A	\$ 0.32 110,699	D	
Common Stock	02/02/2012		S	700 D	\$ 4.46 109,999	D	

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Common Stock	02/02/2012	S	15,601	D	\$ 4,4304	94,398	D
Common Stock	02/02/2012	S	23,699	D	\$ 4,4454	70,699	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)

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)	\$ 1.64	02/02/2012		M	16,333	<u>(1)</u> 02/06/2018	Common Stock	16,333
Stock Option (Right to Buy)	\$ 1.44	02/02/2012		M	2,500	<u>(2)</u> 06/20/2018	Common Stock	2,500
Stock Option (Right to Buy)	\$ 0.35	02/02/2012		M	10,667	<u>(3)</u> 12/23/2018	Common Stock	10,667
Stock Option (Right to Buy)	\$ 0.32	02/02/2012		M	5,000	<u>(4)</u> 06/26/2019	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SAND BENNO G
1910 MOLINE CIRCLE
EXCELSIOR, MN 55331

EVP, Bus Dev IR

Signatures

/s/ Patricia M. Hollister, Chief Financial Officer, as Power of Attorney for Benno G.
Sand

02/06/2012

__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) The option became exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2008-05-06).
- (2) The option became exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2008-09-20).
- (3) The option became exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2009-03-23).
- (4) The option became exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2009-09-26).

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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