

FSI INTERNATIONAL INC
Form 4
October 15, 2012

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 *
ELY JOHN C

(Last) (First) (Middle)
8100 HALSTEAD DRIVE
(Street)

MINNETRISTA, MN 55364

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2012

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)
VP, Global Sales and 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)	Price		
			Code	V	Amount	(D)	
COMMON STOCK	10/11/2012		U		25,559	D	
					\$ 6.2		
					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)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
STOCK OPTION (RIGHT TO BUY)	\$ 3.17	10/11/2012		D ⁽¹⁾	30,000	09/09/2003 ⁽²⁾	06/09/2013	COMMON STOCK	30
STOCK OPTION (RIGHT TO BUY)	\$ 4.31	10/11/2012		D ⁽¹⁾	25,000	04/06/2005 ⁽³⁾	01/06/2015	COMMON STOCK	25
STOCK OPTION (RIGHT TO BUY)	\$ 3.73	10/11/2012		D ⁽¹⁾	18,000	09/30/2005 ⁽⁴⁾	06/30/2015	COMMON STOCK	18
STOCK OPTION (RIGHT TO BUY)	\$ 5.09	10/11/2012		D ⁽¹⁾	16,000	07/18/2006 ⁽⁵⁾	04/18/2016	COMMON STOCK	16
STOCK OPTION (RIGHT TO BUY)	\$ 5.24	10/11/2012		D ⁽¹⁾	16,000	03/27/2007 ⁽⁶⁾	12/27/2016	COMMON STOCK	16
STOCK OPTION (RIGHT TO BUY)	\$ 1.64	10/11/2012		D ⁽¹⁾	5,000	11/06/2010 ⁽⁷⁾	02/06/2018	COMMON STOCK	5,000
STOCK OPTION (RIGHT TO BUY)	\$ 1.44	10/11/2012		D ⁽¹⁾	3,000	03/20/2011 ⁽⁸⁾	06/20/2018	COMMON STOCK	3,000
	\$ 0.35	10/11/2012		D ⁽¹⁾	2,834	12/23/2011 ⁽⁹⁾	12/23/2018		2,834

STOCK OPTION (RIGHT TO BUY)								COMMON STOCK	
STOCK OPTION (RIGHT TO BUY)	\$ 0.32	10/11/2012	D ⁽¹⁾	3,750	12/26/2011 ⁽¹⁰⁾	06/26/2019		COMMON STOCK	3,
STOCK OPTION (RIGHT TO BUY)	\$ 2	10/11/2012	D ⁽¹⁾	30,001	12/22/2010 ⁽¹¹⁾	12/22/2019		COMMON STOCK	30
STOCK OPTION (RIGHT TO BUY)	\$ 4.44	10/11/2012	D ⁽¹⁾	30,000	09/25/2010 ⁽¹²⁾	06/25/2020		COMMON STOCK	30
STOCK OPTION (RIGHT TO BUY)	\$ 4.65	10/11/2012	D ⁽¹⁾	50,000	03/22/2011 ⁽¹³⁾	12/22/2020		COMMON STOCK	50
STOCK OPTION (RIGHT TO BUY)	\$ 2.78	10/11/2012	D ⁽¹⁾	50,000	09/22/2011 ⁽¹⁴⁾	06/22/2021		COMMON STOCK	50
STOCK OPTION (RIGHT TO BUY)	\$ 3.49	10/11/2012	D ⁽¹⁾	50,000	03/21/2012 ⁽¹⁵⁾	12/21/2021		COMMON STOCK	50
STOCK OPTION (RIGHT TO BUY)	\$ 3.61	10/11/2012	D ⁽¹⁾	60,000	09/20/2012 ⁽¹⁶⁾	06/20/2022		COMMON STOCK	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

ELY JOHN C
8100 HALSTEAD DRIVE
MINNETRISTA, MN 55364

VP, Global Sales and Marketing

Signatures

/s/ Patricia M. Hollister, Chief Financial Officer, as Power of Attorney for John C.
Ely

10/15/2012

__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) In connection with the merger of RB Merger Corp. ("Purchaser") with and into FSI International, Inc. ("FSI") pursuant to that Agreement and Plan of Merger, dated as of August 13, 2012, among FSI, Purchaser and Tokyo Electron Limited, this option was cancelled and converted into the right to receive a cash payment representing the difference, if any, between (a) \$6.20 multiplied by the number of shares subject to the option and (b) the aggregate exercise price for all shares subject to the option.
- (2) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2003-09-09). Original grant of 60,000 shares, 30,000 shares previously exercised.
- (3) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2005-04-06).
- (4) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2005-09-30).
- (5) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2006-07-18).
- (6) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2007-03-27).
- (7) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2008-05-06). Original grant of 30,000 shares, 25,000 shares previously exercised.
- (8) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2008-09-20). Original grant of 18,000 shares, 15,000 shares previously exercised.
- (9) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2009-03-23). Original grant of 34,000 shares, 31,166 shares previously exercised.
- (10) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2009-09-26). Original grant of 15,000 shares, 11,250 shares previously exercised.
- (11) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2010-03-22). Original grant of 40,000 shares, 9,999 shares previously exercised.
- (12) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2010-09-25).
- (13) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-03-22).
- (14) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-09-22).
- (15) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2012-03-21).
- (16) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2012-09-20).

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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