

ROSENBLATT SIDNEY D
Form 4
January 07, 2011

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 *
ROSENBLATT SIDNEY D

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL DISPLAY CORP \PA\
[PANL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
375 PHILLIPS BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/06/2011

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

EWING, NJ 08618

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/06/2011 | | S | | 19,958 (1) \$ 35.0624 | D | |
| Common Stock | 01/06/2011 | | A | | 10,063 A \$ 0 | D | |
| Common Stock | 01/06/2011 | | F | | 4,084 (3) D \$ 34.78 | D | |
| Common Stock | 01/06/2011 | | A | | 8,625 (4) A \$ 0 | D | |
| Common Stock | 01/06/2011 | | F | | 6,692 (5) D \$ 34.78 | D | |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|---------|---|---------------------------------|
| Common Stock | 01/06/2011 | F | 4,446 | D | \$ 34.78 | 516,560 | D | |
| Common Stock | 01/06/2011 | M | 15,000 | A | \$ 10.3125 | 531,560 | D | |
| Common Stock | | | | | | 1,790 | I | By Individuals <u>(6)</u> |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 10.3125 | 01/06/2011 | | M | 15,000 | 03/30/2001 03/30/2011 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSENBLATT SIDNEY D 375 PHILLIPS BLVD. EWING, NJ 08618 | X | | EVP and CFO | |

Signatures

/s/ Sidney D. Rosenblatt 01/07/2011

**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) These shares were sold pursuant to a Rule 10b5-1 Non-Discretionary Trading Plan entered into by Mr. Rosenblatt effective as of November 22, 2010.
- (2) Includes 70 shares acquired under the Universal Display Corporation Employee Stock Purchase Plan on December 31, 2010.
- (3) These shares were withheld to satisfy a tax liability.
- (4) These shares are subject to a vesting restriction, with one-third of the total share amount vesting on each of January 6, 2012, 2013 and 2014.
- (5) These shares were withheld to satisfy a tax liability in connection with the vesting, on January 6, 2011, of 16,938 shares of restricted stock previously granted to Mr. Rosenblatt.
- (6) These shares are held by Mr. Rosenblatt's children and are being reported as beneficially owned by him.

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.