

Lipscomb George Ferris  
Form 4  
August 06, 2012

**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 \*  
Lipscomb George Ferris

2. Issuer Name and Ticker or Trading Symbol  
NEOPHOTONICS CORP [NPTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2911 ZANKER ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
08/02/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Marketing

SAN JOSE, CA 95134  
(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 08/02/2012                           |  | M                              |   | 3,334 A \$ 0  | 9,906 <sup>(1)</sup>                                     | D                                 |
| Common Stock                    | 08/02/2012                           |  | F                              |   | 1,256 <sup>(2)</sup> D \$ 4.97  | 8,650  | 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)

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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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units (Right to acquire)  | (3)  | 08/02/2012                           |  | M                              | 3,334   | (4) (5)  | Common stock  | 3,334   |

**Reporting Owners**

| Reporting Owner Name / Address                                   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| Lipscomb George Ferris<br>2911 ZANKER ROAD<br>SAN JOSE, CA 95134 |               |           | VP, Marketing |       |

**Signatures**

/s/ George Ferris Lipscomb by James D. Fay, Attorney-in-Fact 08/06/2012

*\*\*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) Balance includes non-reportable acquisition of 3,300 shares on May 15, 2012 through the Company's Employee Stock Purchase Plan.
- (2) Represents shares reacquired by the Company to satisfy tax withholding obligations in connection with the vesting of 3,334 shares of restricted stock units granted to the reporting person on 08/02/2011. See footnote 4.
- (3) Each restricted stock unit represents a contingent right to receive one share of Neophotonics common stock.  
The reporting person received 10,000 restricted stock units subject to the following vesting schedule: the shares vest in three equal annual installments from the grant date, so long as the person remains an employee of or consultant to the Company or its qualifying subsidiaries. Upon vesting, the reporting person will receive a number of shares of common stock equal to the number of restricted stock units that have vested.
- (4) Not applicable.
- (5) Not applicable.

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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