

EMCORE CORP  
Form 4  
February 15, 2012

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICHARDS REUBEN F JR

(Last) (First) (Middle)

C/O EMCORE CORP, 10420  
RESEARCH ROAD SE

(Street)

ALBUQUERQUE, NM 87123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
EMCORE CORP [EMKR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2012

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)  
Exec Chairman & Chair of Board

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Emcore<br>Common<br>Stock             | 02/14/2012                              |                                                             | M                                       | 23,750                                                                     | A <u>(1)</u> 626,429                                                                                               | D                                                                    |                                                                   |
| Emcore<br>Common<br>Stock             |                                         |                                                             |                                         |                                                                            | 175,000                                                                                                            | I                                                                    | By Spouse                                                         |
| Emcore<br>Common<br>Stock             |                                         |                                                             |                                         |                                                                            | 10,000                                                                                                             | I                                                                    | By Spouse<br>In Pension<br>Fund                                   |
| Emcore<br>Common                      |                                         |                                                             |                                         |                                                                            | 10,000                                                                                                             | I                                                                    | By Trust<br>For Benefit                                           |

Stock

Of  
Daughter

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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 02/14/2012                              |                                                             | M                                       | 23,750                                                                                                       | (2)                                                            | (3)                                                                 | Emcore<br>Common<br>Stock                                           | 23,750                              |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                                |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer                        | Other |
| RICHARDS REUBEN F JR<br>C/O EMCORE CORP<br>10420 RESEARCH ROAD SE<br>ALBUQUERQUE, NM 87123 | X             |           | Exec Chairman & Chair of Board |       |

## Signatures

Alfredo Gomez,  
attorney-in-fact

02/15/2012

\*\*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) Each restricted stock unit represents a contingent right to receive one share of Emcore common stock. Restricted stock units are payable, at the election of the issuer, in cash, Emcore common stock, or a combination of the two.

(2) 23,750 options vesting on February 14, 2012.

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- The restricted stock units vest in three equal installments as follows: January 30, 2013; January 30, 2014, and January 30, 2015. Not later
- (3) than 30 days after vesting occurs, vested shares of Emcore common stock, an amount in cash equal to their fair market value or a combination of both will be delivered to the reporting person.
- (4) The restricted stock units were awarded to the reporting person for no cash or other similar consideration.

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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