

Kiper Christopher S
 Form 4
 March 12, 2013

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 *
 O'CONNELL MICHAEL

2. Issuer Name and Ticker or Trading Symbol
 RCM TECHNOLOGIES INC
 [RCMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/08/2013

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

515 S. FIGUEROA STREET, SUITE 1050

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.05 par value ⁽¹⁾ | 03/08/2013 | | P | 14,000 A | \$ 5.6602 ⁽²⁾ 1,309,068 | I | See footnotes <u>(3)</u> <u>(5)</u> |
| Common Stock, \$0.05 par value ⁽¹⁾ | 03/11/2013 | | P | 4,142 A | \$ 5.65 1,313,210 | I | See footnotes <u>(3)</u> <u>(5)</u> |
| Common Stock, \$0.05 par | | | | | 266,074 | I | See footnotes <u>(4)</u> <u>(5)</u> |

value

Common
Stock,
\$0.05 par
value

22,000

D ⁽⁵⁾

Common
Stock,
\$0.05 par
value

1,000

D ⁽⁵⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O'CONNELL MICHAEL
515 S. FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

X

IRS Partners No. 19, L.P.
515 S. FIGUEROA STREET, SUITE 1050
LOS ANGELES, CA 90071

X

Leonetti/O'Connell Family Foundation
515 S. FIGUEROA STREET

X

SUITE 1050
LOS ANGELES, CA 90071

M2O, Inc.
515 S. FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

X

Michael F. O'Connell & Margo L. O'Connell Revocable Trust
515 S. FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

X

Kiper Christopher S
515 S. FIGUEROA ST
SUITE 1050
LOS ANGELES, CA 90071

X

Vizi Bradley
515 S FIGUEROA STREET
SUITE 1050
LOS ANGELES, CA 90071

X

Signatures

IRS PARTNERS NO. 19, L.P.; By: M2O, Inc., its General Partner; By: /s/Bradley Vizi as Attorney-in-Fact for Michael O'Connell, Chief Executive Officer

03/12/2013

__Signature of Reporting Person

Date

The Leonetti/O'Connell Family Foundation; By: /s/ Bradley Vizi as Attorney-in-Fact for Michael O'Connell, Secretary, Chief Financial Officer and Director

03/12/2013

__Signature of Reporting Person

Date

M2O, INC.; By: /s/ Bradley Vizi as Attorney-in-Fact for Michael O'Connell, Chief Executive Officer

03/12/2013

__Signature of Reporting Person

Date

The Michael F. O'Connell and Margo L. O'Connell Revocable Trust; By: /s/Bradley Vizi as Attorney-in-Fact for Michael O'Connell, Trustee

03/12/2013

__Signature of Reporting Person

Date

/s/Bradley Vizi as Attorney-in-Fact for Michael O'Connell

03/12/2013

__Signature of Reporting Person

Date

Legion Partners Asset Management, LLC; By /s/ Bradley Vizi, Partner

03/12/2013

__Signature of Reporting Person

Date

/s/ Christopher Kiper

03/12/2013

__Signature of Reporting Person

Date

/s/ Bradley Vizi

03/12/2013

__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).

This Form 4 is being filed jointly by the reporting persons identified herein (each a "Reporting Person" and collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's

(1) outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.621 to \$5.676. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote 2 to this Form 4.

(3) IRS Partners No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares of common stock ("Common Stock") of RCM Technologies, Inc. (the "Issuer"). M2O, Inc., a California corporation ("M2O"), is the general partner of IRS 19. The Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual, controls all investment decisions with respect to the Trust. IRS 19, M2O, the Trust and Mr. O'Connell may therefore be deemed to have shared voting and dispositive power over the Common Stock owned by IRS 19.

(4) The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares. The investment decisions of the Foundation are controlled by Mr. O'Connell (Mr. O'Connell, collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities") and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to have shared voting and dispositive power over the Common Stock owned by the Foundation. IRS 19, M2O and the Trust disclaim beneficial ownership of the Common Stock of the Issuer owned by the Foundation except to the extent of their pecuniary interest therein. The Foundation disclaims beneficial ownership of the shares of Common Stock of the Issuer owned by IRS 19 except to the extent of its pecuniary interest therein.

(5) IRS 19 and the Foundation have each entered into an investment advisory agreement with Legion Partners Asset Management, LLC, a Delaware limited liability company ("Legion Partners"), pursuant to which Christopher Kiper ("Mr. Kiper") and Bradley Vizi ("Mr. Vizi") on behalf of Legion Partners, exclusively manage IRS 19's and the Foundation's investment in the Issuer and have certain discretion with respect to purchase and sales of Common Stock of the Issuer. As a result, Legion Partners, Mr. Kiper and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Legion Partners, Mr. Kiper and Mr. Vizi each disclaims beneficial ownership of shares of Common Stock of the Issuer owned by each other except to the extent of his or its pecuniary interest therein. Mr. Kiper directly owns 22,000 shares of Common Stock of the Issuer and Mr. Vizi directly owns 1,000 shares of Common Stock of the Issuer.

Remarks:

Exhibit 24.1, the Power of Attorney is attached hereto.

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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