

KLEMA THOMAS E
Form SC 13D/A
April 08, 2011

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Rockwell Medical Technologies, Inc.

(Name of Issuer)

Common Shares, no par value per share

(Title of Class of Securities)

774374102

(CUSIP Number)

Thomas E. Klema
30142 Wixom Road
Wixom, Michigan 48393
(248) 960-9009

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 11, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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NAMES OF REPORTING PERSONS

1

Thomas E. Klema

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 1,253,027

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

None

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 1,253,027

WITH SHARED DISPOSITIVE POWER

10

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,253,027

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 774374102

13D

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This Amendment No. 3 amends the Statement on Schedule 13D originally filed with the Securities and Exchange Commission on July 8, 2005 with respect to the common stock, no par value (the Common Shares), of Rockwell Medical Technologies, Inc. (Rockwell), as amended by Amendment No. 1 filed on December 27, 2005 and Amendment No. 2 filed on March 31, 2010 (as amended, the Schedule 13D). The Schedule 13D is further amended as set forth below. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended by adding the following information:

(a) As of the date hereof, the Reporting Person beneficially owned 1,253,027 Common Shares (including 1,020,501 Common Shares issuable upon exercise of stock options held by the Reporting Person that are exercisable currently or within 60 days), constituting approximately 6.7% of the Common Shares outstanding, based on 17,743,608 Common Shares outstanding as of April 1, 2011 (as disclosed in the 2011 Annual Meeting Proxy Statement filed by Rockwell).

The Reporting Person holds the following options to purchase Common Shares as of the date hereof:

| Grant Date | # of Shares | Exercise Price | # Vested Currently or Within 60 Days | Vesting Schedule* | Expiration Date |
|------------|-------------|----------------|--------------------------------------|--------------------------------------|-----------------|
| 10/11/01 | 100,000 | \$.70 | 100,000 | Fully Vested | 10/11/11 |
| 12/16/02 | 68,000 | \$.55 | 68,000 | Fully Vested | 12/16/12 |
| 6/18/03 | 150,000 | \$ 1.81 | 150,000 | Fully Vested | 6/18/13 |
| 9/17/03 | 25,000 | \$ 3.06 | 25,000 | Fully Vested | 9/17/13 |
| 1/13/04 | 85,000 | \$ 4.05 | 85,000 | Fully Vested | 1/13/14 |
| 12/22/04 | 115,000 | \$ 2.79 | 115,000 | Fully Vested | 12/22/14 |
| 12/15/05 | 187,500 | \$ 4.55 | 187,500 | Fully Vested | 12/15/15 |
| 12/17/07 | 175,000 | \$ 6.50 | 175,000 | One-third per year starting 12/17/08 | 12/17/17 |
| 11/19/08 | 80,000 | \$ 3.09 | 53,333 | One-third per year starting 11/19/09 | 11/19/18 |
| 6/18/09 | 125,000 | \$ 6.74 | 41,666 | One-third per year starting 6/18/10 | 6/18/19 |
| 1/15/10 | 60,000 | \$ 7.13 | 20,000 | One-third per year starting 1/15/11 | 1/15/20 |
| 8/13/10 | 60,000 | \$5.8616 | 0 | One-third per year starting 8/13/11 | 8/13/20 |
| 1/11/11 | 100,000 | \$ 8.47 | 0 | One-third per year starting 1/11/12 | 1/11/21 |

* Option vesting accelerates upon death, disability or a change in control of Rockwell.

A total of 85,000 of the Common Shares beneficially owned are restricted shares which are subject to transfer restrictions prior to vesting. 25,000 of these were granted on November 19, 2008 and will vest on November 19, 2011 or immediately upon a change in control of Rockwell. 60,000 of these shares were granted on August 13, 2010. One-half of the restricted shares vest on March 10, 2012 and the remainder vest on August 13, 2013, or immediately upon a change in control of Rockwell.

(c) Other than the option and restricted stock grants described above, the Reporting Person has had the following transactions in the Common Shares since the filing of Amendment No. 2 to the Schedule 13D:

| Date | # of Shares | Price | Transaction |
|------------|-------------|--------|----------------------|
| 12/29/2010 | 11,000 | \$7.93 | Market sale for cash |
| 12/29/2010 | 4,000 | \$7.98 | Market sale for cash |

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SIGNATURE**

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After reasonable inquiry and to the best of my knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: April 8, 2011

/s/ Thomas E. Klema
Thomas E. Klema