

PRAGER JAY M
Form 4
November 22, 2005

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 *
PRAGER JAY M

2. Issuer Name and Ticker or Trading Symbol
VICOR CORP [vicr]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

25 FRONTAGE ROAD

11/18/2005

SVP - Technology

(Street)

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

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

ANDOVER, MA 01810

(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	(D)	Price
Common Stock	11/18/2005		M		5,443	A	\$ 12.06
					5,739		
Common Stock	11/18/2005		M		2,619	A	\$ 7.15
					8,358		
Common Stock	11/18/2005		M		2,930	A	\$ 9.59
					11,288		
Common Stock	11/18/2005		M		515	A	\$ 6.18
					11,803		
Common Stock	11/18/2005		S		11,507	D	\$ 16.7293
					296		

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Common Stock	11/21/2005	M	1,170	A	\$ 12.06	1,466	D
Common Stock	11/21/2005	S	1,170	D	\$ 16.7	296	D

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option	\$ 12.06	11/18/2005		M	5,443	<u>(1)</u> 03/01/2009	Common Stock	5,443
Non-Qualified Stock Option	\$ 7.15	11/18/2005		M	2,619	<u>(2)</u> <u>(3)</u>	Common Stock	2,619
Non-Qualified Stock Option	\$ 9.59	11/18/2005		M	2,930	<u>(2)</u> <u>(3)</u>	Common Stock	2,930
Non-Qualified Stock Option	\$ 6.18	11/18/2005		M	515	<u>(2)</u> <u>(3)</u>	Common Stock	515
Non-Qualified Stock Option	\$ 12.06	11/21/2005		M	1,170	<u>(1)</u> 03/01/2009	Common Stock	1,170

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PRAGER JAY M
25 FRONTAGE ROAD
ANDOVER, MA 01810

SVP - Technology

Signatures

/s/Richard J. Nagel, Jr., Attorney in Fact for Jay M.
Prager

11/22/2005

__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) Granted under the Company's 1998 Stock Option and Incentive Plan and vests over a five year period.
 - (2) Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a four year period.
 - (3) Each portion of the option expires 30 months after it becomes exercisable.

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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