

QUICKLOGIC CORPORATION
Form 4
November 13, 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 *
SAXE TIMOTHY

2. Issuer Name and Ticker or Trading Symbol
**QUICKLOGIC CORPORATION
[QUIK]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1277 ORLEANS DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP & CTO

SUNNYVALE, CA 94089-1138

(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 | 11/08/2012 | | M ⁽¹⁾ | | 7,650 | A | \$ 0 |
| Common Stock | 11/08/2012 | | F ⁽²⁾ | | 2,806 | D | \$ 2.25 |
| | | | | | | | 24,165 |
| | | | | | | | 21,359 |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 11/08/2012 | | M | 7,650 | 11/08/2012 ⁽⁴⁾ 11/08/2022 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 11/08/2012 | | M | 7,650 | 11/08/2012 ⁽⁴⁾ 11/08/2022 | Common Stock |
| Stock Option | \$ 2.25 ⁽⁵⁾ | 11/08/2012 | | M | 35,700 | 11/08/2013 ⁽⁶⁾ 11/07/2022 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| SAXE TIMOTHY 1277 ORLEANS DRIVE SUNNYVALE, CA 94089-1138 | | | SVP & CTO | |

Signatures

/s/ Patricia Hart by Power of Attorney
 11/09/2012
 **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) Vesting of Restricted stock units ("RSUs") granted to the reporting person on November 8, 2012
 Exempt transaction pursuant to Section 16b-3(e) - payment of exercise price or tax liability by delivering or withholding securities incident to the receipt, exercise or vesting of a security issued in accordance with Rule 16b-3. All of the shares reported as disposed of in this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (2) this Form 4 were relinquished by the Reporting Person and cancelled by the Issuer in exchange for the Issuer's agreement to pay federal and state tax withholding obligations of the Reporting Person resulting from the vesting of RSUs. The Reporting Person did not sell or otherwise dispose of any of the shares reported on this Form 4 for any reason other than to cover required taxes.
- (3) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
- (4) RSUs vest 100% immediately on grant date. Shares of the Issuer's common stock will be delivered to the Reporting Person upon vesting.
- (5) Each Stock Option represents a contingent right to receive one share of the Issuer's common stock.

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(6) Stock options vest 25% one year from the grant date, and then vest 1/48 monthly for the next 3 years.

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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