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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

| OMB Number: | 3235-0287 |
|----------------------|-----------|
| Estimated average bu | ırden |
| hours per response: | 0.5 |
| hours per response: | 0.5 |

| | Address of Reporting F | Person [*] | 2. Issuer Name and Ticker or Trading Symbol <u>EMCORE CORP</u> [EMKR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner |
|---|------------------------|---------------------|--|---|
| C/O EMCORE CORPORATION 10420 RESEARCH ROAD, SE (Street) ALBUQUERQUE NM | | - | 3. Date of Earliest Transaction (Month/Day/Year) 02/14/2012 | X Officer (give title Other (specify below) below) Chief Financial Officer |
| | | 87123 (Zip) | 4. If Amendment, Date of 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 |

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) | | Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|--|--------------|---|--------|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Emcore Common Stock | 02/14/2012 | | М | | 12,000 | Α | (1) | 26,873 | D | |
| Emcore Common Stock | | | | | | | | 5,296 | Ι | 401K Plan |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|-----|--------|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 02/14/2012 | | М | | | 12,000 | (2) | (3) | Emcore Common Stock | 12,000 | (4) | 36,000 | D | |

Explanation of Responses:

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. 12,000 restricted stock units vesting on February 14, 2012.

3. Vests in three equal installments on December 6, 2012; December 6, 2013; and December 6, 2014. Not later 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.

<u>Alfredo Gomez, attorney-in-</u> <u>fact</u>

** Signature of Reporting Person

02/16/2012

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.