SEC Form 4	
------------	--

 $\square$ 

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subje	ot 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 APP	ROVAL
OMB Number:	3235-028

Estimated average burden	
hours per response:	0.5

		)* 	2. Issuer Name and Ticker or Trading Symbol <u>EMCORE CORP</u> [ EMKR ]	(Check	tionship of Reporting Perso all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify	
C/O EMCORE CO		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2014			below)	
(Street) ALBUQUERQUE (City) (	EARCH ROAD, SE RQUE NM 87123 (State) (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	ting 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. Transa Code ( 8)		Disposed Of (D) (Instr. 3, 4 and 5)		I 5) 5. Amount of Securities Beneficially (D) or Owned Following (I) (In Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	v	Amount	mount (A) or (D)		Transaction(s) (Instr. 3 and 4)		(1150.4)		
Common Stock	01/15/2014		М		6,667	A	(1)	32,507	D			
Common Stock	01/16/2014		<b>S</b> <sup>(2)</sup>		85	D	\$4.8801	32,422	D			
Common Stock	01/16/2014		<b>S</b> <sup>(2)</sup>		2,521	D	\$4.79	29,901	D			
Common Stock								4,800 <sup>(3)</sup>	I	By 401(k) Plan		

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(0.9.,	,,		,		,	•••••						
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	(4)	01/15/2014		М			6,667	(5)	(6)	Common Stock	6,667	(7)	13,333	D	

### Explanation of Responses:

1. Each restricted stock unit represented a contingent right to receive one share of Emcore common stock. Restricted stock units were payable, at the election of the Issuer, in cash, Emcore common stock, or a combination of the two. On January 15, 2014, the Issuer settled the restricted stock units in common stock.

2. All sales were effected pursuant to a 10b5-1 plan previously adopted by the Reporting Person to satisfy the Reporting Person's tax liability in connection with the vesting of restricted stock units under the Company's 2012 Equity Incentive Plan, which grant was exempt from Section 16b pursuant to Rule 16b-3(d).

3. Shares attributable to EMCORE Corporation 401(k) account as of December 31, 2013.

4. 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.

5. 6,667 restricted stock units vested on January 15, 2014.

6. The remaining unvested restricted stock units vest in two equal annual installments commencing on January 15, 2015. 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.

7. The restricted stock units were awarded to the Reporting Person for no cash or other similar consideration.

**Remarks:** 

<u>/s/ Alfredo Gomez, attorney-in-</u> 01/17/2014

<u>fact</u>

\*\* Signature of Reporting Person Date

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

 $\ast$  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.