

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 4

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

() Check this box if no longer subject to Section 16. Form 4 or Form 5
obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Last, First, Middle: Russell, Thomas J.

Street: Two North Tamiami Trail, Suite 1200

City, State, Zip: Sarasota, FL 34326

2. Issuer Name and Ticker or Trading Symbol: EMCORE Corporation - EMKR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year: December 1997

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

7. Individual or Joint/Group Filing (Check Applicable Line)

(x) Form filed by One Reporting Person
() Form filed by More than One Reporting Person

* If the form is filed by more than one reporting person, see Instruction
4(b)(v).

Table I -- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | |
|------------------------------------|--------------|---|--------------------------------------|---|--|---------------------|
| | | | Code | V | Amount | (A) or (D) Price |
| (1) | Common Stock | 12/03/97 | X | | 766,559 | A \$4.08 |
| (2) | Common Stock | 12/9/97 | J(1) | | 162 | A \$18.50 |
| (3) | Common Stock | 12/9/97 | J(1) | | 154 | A \$19.50 |

| 1. Title of Security (Instr. 3) | | Table I -- Continued | | | |
|------------------------------------|--------------|--|---|---|--|
| | | 5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| (1) | Common Stock | 1,446,559 | I | As trustee of direct owner, The AER 1997 Trust | |
| (2) | Common Stock | | D | | |
| (3) | Common Stock | 1,637,650 | D | | |

(1) Grant pursuant to Directors' Stock Award Plan

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

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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |
|---|--|---|-----------------------------------|---|
| | | | Code | V (A) (D) |
| (1) Common Stock Warrant (right to buy) | \$4.08 | 12/03/97 | X | 766,559 |

Table II -- Continued

| 1. Title of Derivative Security (Instr. 3) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|-------------------------------------|--|--------------------|---|----------------------------------|
| | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| (1) | Common Stock Warrant (right to buy) | Immed. | 5/01/01 | Common Stock | 766,559 |

Table II -- Continued

| 1. Title of Derivative Security (Instr. 3) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|
| (1) Common Stock Warrant (right to buy) | | | 0 I | As trustee of direct owner, The AER 1997 Trust |

Explanation of Responses:

Name of Reporting Person: Thomas J. Russell

By /s/ Thomas G. Werthan January 9, 1997

**Signature of Reporting Person Date

Name: Thomas G. Werthan

Title: Attorney-in-Fact

** 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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.