Bailey Doug Form 4 May 08, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Stock

Stock

05/04/2012

05/04/2012

(Print or Type Responses)

1. Name and A Bailey Doug	Symbol		I Ticker or Trading RATIONS INC	5. Relationship of Reporting Person(s) to Issuer				
		[POW	[]		(Check all applicable)			
(Last)	(First) (M		of Earliest Ti Day/Year)	ransaction	Director _X_ Officer (give		Owner er (specify	
5245 HELL	05/04/	•		below) below) VP Marketing				
	(Street)	4. If An	endment, Da	ate Original	6. Individual or Jo	oint/Group Filin	g(Check	
		Filed(M	onth/Day/Year	r)	Applicable Line) _X_ Form filed by	One Reporting Pe	rson	
SAN JOSE,	CA 95138				Form filed by M Person	More than One Re	porting	
(City)	(State)	(Zip) Tal	ole I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Or	(5)			

Code V Amount

1,000

1,000

M

S

(D)

D

Price

19.73

\$40

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

D

11,862

10,862

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non-Qualified Stock Option (right to buy)	\$ 19.73	05/04/2012		M	1,000 (1)	11/30/2004	11/30/2014	Common Stock	1,0

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Bailey Doug

5245 HELLYER AVE VP Marketing

SAN JOSE, CA 95138

Signatures

By: /s/ Eric Verity Attorney-In-Fact For: Doug
Bailey
05/08/2012

**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) This sale is pursuant to a 10B5-1 Sales Plan

Note: File three copies of this Form, one of which must be manually signed. If space 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.

Reporting Owners 2