

FSI INTERNATIONAL INC
Form 4
October 15, 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 *
SAND BENNO G

(Last) (First) (Middle)
1910 MOLINE CIRCLE
(Street)

EXCELSIOR, MN 55331

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FSI INTERNATIONAL INC [FSII]

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Bus Dev & IR

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)
COMMON STOCK	10/11/2012		U	70,699 D	\$ 6.2 0	D	

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

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SEC 1474 (9-02)

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

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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 Securities (Instr. 3 and 4)	Am or Num of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
STOCK OPTION (RIGHT TO BUY)	\$ 3.17	10/11/2012		D ⁽¹⁾	50,000	09/09/2003 ⁽²⁾	06/09/2013	COMMON STOCK	50
STOCK OPTION (RIGHT TO BUY)	\$ 4.31	10/11/2012		D ⁽¹⁾	20,000	04/06/2005 ⁽³⁾	06/30/2015	COMMON STOCK	20
STOCK OPTION (RIGHT TO BUY)	\$ 3.73	10/11/2012		D ⁽¹⁾	14,000	09/30/2005 ⁽⁴⁾	04/18/2016	COMMON STOCK	14
STOCK OPTION (RIGHT TO BUY)	\$ 5.09	10/11/2012		D ⁽¹⁾	13,000	07/18/2006 ⁽⁵⁾	12/27/2016	COMMON STOCK	13
STOCK OPTION (RIGHT TO BUY)	\$ 5.24	10/11/2012		D ⁽¹⁾	16,000	03/27/2007 ⁽⁶⁾	06/26/2019	COMMON STOCK	16
STOCK OPTION (RIGHT TO BUY)	\$ 0.32	10/11/2012		D ⁽¹⁾	2,500	03/26/2012 ⁽⁷⁾	12/22/2019	COMMON STOCK	2,500
STOCK OPTION (RIGHT TO BUY)	\$ 2	10/11/2012		D ⁽¹⁾	35,000	03/22/2010 ⁽⁸⁾	06/25/2020	COMMON STOCK	35,000
	\$ 4.44	10/11/2012		D ⁽¹⁾	30,000	09/25/2010 ⁽⁹⁾	12/22/2020		30,000

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- (2) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2003-09-09).
- (3) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2005-04-06).
- (4) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2005-09-30).
- (5) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2006-07-18).
- (6) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2007-03-27).
- (7) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2009-09-26). Original grant of 15,000 shares, 12,500 shares previously exercised.
- (8) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2010-03-22).
- (9) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2010-09-25).
- (10) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-03-22).
- (11) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-09-22).
- (12) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-03-21).
- (13) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2012-09-20).

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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