

FSI INTERNATIONAL INC  
Form 4  
October 15, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MITCHELL DON S

(Last) (First) (Middle)  
3391 JASMINE CREST  
(Street)

OLIVENHAIN, CA 92024

(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)  
CEO/President

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: Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	10/11/2012		U	V	130,349 (1)	D	
					\$ 6.2	0	D

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

**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 control number.**

SEC 1474  
(9-02)

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

Edgar Filing: FSI INTERNATIONAL INC - Form 4

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION (RIGHT TO BUY)	\$ 3.17	10/11/2012		D <sup>(2)</sup>	145,000	09/09/2003 <sup>(3)</sup>	06/09/2013	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 4.31	10/11/2012		D <sup>(2)</sup>	35,000	04/06/2005 <sup>(4)</sup>	01/06/2015	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 3.73	10/11/2012		D <sup>(2)</sup>	25,000	09/30/2005 <sup>(5)</sup>	06/30/2015	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 5.09	10/11/2012		D <sup>(2)</sup>	22,000	07/18/2006 <sup>(6)</sup>	04/18/2016	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 5.24	10/11/2012		D <sup>(2)</sup>	30,000	03/27/2007 <sup>(7)</sup>	12/27/2016	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 1.64	10/11/2012		D <sup>(2)</sup>	29,164	05/06/2008 <sup>(8)</sup>	02/06/2018	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 1.44	10/11/2012		D <sup>(2)</sup>	21,806	09/20/2008 <sup>(9)</sup>	06/20/2018	COMMON STOCK
STOCK OPTION (RIGHT TO BUY)	\$ 0.35	10/11/2012		D <sup>(2)</sup>	22,914	03/23/2009 <sup>(10)</sup>	12/23/2018	COMMON STOCK

TO BUY)								
STOCK OPTION (RIGHT TO BUY)	\$ 0.32	10/11/2012	D <sup>(2)</sup>	18,751	06/26/2010 <sup>(11)</sup>	06/26/2019	COMMON STOCK	
STOCK OPTION (RIGHT TO BUY)	\$ 2	10/11/2012	D <sup>(2)</sup>	68,750	06/22/2010 <sup>(12)</sup>	12/22/2019	COMMON STOCK	
STOCK OPTION (RIGHT TO BUY)	\$ 4.44	10/11/2012	D <sup>(2)</sup>	65,000	09/25/2010 <sup>(13)</sup>	06/25/2020	COMMON STOCK	
STOCK OPTION (RIGHT TO BUY)	\$ 4.65	10/11/2012	D <sup>(2)</sup>	35,000	03/22/2011 <sup>(14)</sup>	12/22/2020	COMMON STOCK	
STOCK OPTION (RIGHT TO BUY)	\$ 2.78	10/11/2012	D <sup>(2)</sup>	100,000	09/22/2011 <sup>(15)</sup>	06/21/2021	COMMON STOCK	
STOCK OPTION (RIGHT TO BUY)	\$ 3.61	10/11/2012	D <sup>(2)</sup>	100,000	09/20/2012 <sup>(16)</sup>	06/20/2022	COMMON STOCK	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL DON S 3391 JASMINE CREST OLIVENHAIN, CA 92024	X		CEO/President	

## Signatures

/s/ Patricia M. Hollister, Chief Financial Officer, as Power of Attorney for Donald S. Mitchell

10/15/2012

\_\_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) Included in this amount is 25,000 shares of Restricted Stock. Pursuant to the Restricted Stock Award Agreement, the Restricted Stock Award vests in three equal annual increments beginning on the first annual anniversary of the date of award grant (2012-12-21).
- (2) In connection with the merger of RB Merger Corp. ("Purchaser") with and into FSI International, Inc. ("FSI") pursuant to that Agreement and Plan of Merger, dated as of August 13, 2012, among FSI, Purchaser and Tokyo Electron Limited, this option was cancelled and converted into the right to receive a cash payment representing the difference, if any, between (a) \$6.20 multiplied by the number of shares subject to the option and (b) the aggregate exercise price for all shares subject to the option.
- (3) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2003-09-09). Original grant of 150,000 shares, 5,000 shares previously exercised.
- (4) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2005-04-06).
- (5) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2005-09-30).
- (6) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2006-07-18).
- (7) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2007-03-27).
- (8) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2008-05-06). Original grant of 50,000 shares, 20,836 shares previously exercised.
- (9) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2008-09-20). Original grant of 25,000 shares, 3,194 shares previously exercised.
- (10) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2009-03-23). Original grant of 25,000 shares, 2,086 shares previously exercised.
- (11) 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 25,000 shares, 6,249 shares previously exercised.
- (12) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2010-03-22). Original grant of 75,000 shares, 6,250 shares previously exercised.
- (13) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2010-09-25).
- (14) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-03-22).
- (15) The option becomes exercisable in 12 equal cumulative quarterly increments beginning on the first quarter anniversary of the date of grant (2011-09-22).
- (16) 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. 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.