FSI INTERNATIONAL INC

Form 4

October 15, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

subject to

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).

STOCK

(Print or Type Responses)

1. Name and Adda GLARNER TH	ress of Reporting P ERRENCE	Symbol	Name and Ticker or Trading ERNATIONAL INC [FSII	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M	Giddle) 3. Date of E	Earliest Transaction				
160 MONTRO	OSE PLACE	(Month/Day 10/11/20		X Director 10% Owner Officer (give title Other (specify below)			
	(Street)	4. If Amend	dment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Month	h/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
ST. PAUL, MI	N 55104						
(City)	(State) (Z	(Zip) Table	I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) P	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
STOCK	10/11/2012		U 5,656 D	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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. 5. Number of TransactionDerivative 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
STOCK OPTION (RIGHT TO BUY)	\$ 3.54	10/11/2012		D <u>(1)</u>	7,500	01/01/2004	01/28/2013	COMMON STOCK	7,500
STOCK OPTION (RIGHT TO BUY)	\$ 4.21	10/11/2012		D(1)	7,500	01/01/2006	01/26/2015	COMMON STOCK	7,500
STOCK OPTION (RIGHT TO BUY)	\$ 4.95	10/11/2012		D <u>(1)</u>	7,500	01/01/2007	01/24/2016	COMMON STOCK	7,500
STOCK OPTION (RIGHT TO BUY)	\$ 5	10/11/2012		D <u>(1)</u>	7,500	01/01/2008	01/17/2017	COMMON STOCK	7,500
STOCK OPTION (RIGHT TO BUY)	\$ 1.74	10/11/2012		D <u>(1)</u>	7,500	01/01/2009	01/16/2018	COMMON STOCK	7,500
STOCK OPTION (RIGHT TO BUY)	\$ 0.372	10/11/2012		D <u>(1)</u>	7,500	01/01/2010	01/21/2019	COMMON STOCK	7,500
STOCK OPTION (RIGHT TO BUY)	\$ 3.11	10/11/2012		D <u>(1)</u>	7,500	01/01/2011	01/20/2020	COMMON STOCK	7,500
DUI)	\$ 4.06	10/11/2012		D <u>(1)</u>	7,500	01/01/2012	01/19/2021		7,500

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STOCK COMMON STOCK **OPTION** (RIGHT TO BUY) **STOCK OPTION COMMON** 10,000 01/01/2013 01/18/2022 \$ 4.27 10/11/2012 $D^{(1)}$ 10.00 (RIGHT STOCK TO BUY)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GLARNER TERRENCE
160 MONTROSE PLACE X
ST. PAUL, MN 55104

Signatures

/s/ Patricia M. Hollister, Chief Financial Officer, as Power of Attorney for Terrence W. Glarner

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).

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.

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.

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