

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-15** | Period of Report: **2013-01-14**
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REPORTING OWNER

Loh Benjamin GekLim

CIK: **1381682**

Type: **4** | Act: **34** | File No.: **000-22780** | Film No.: **13530342**

Mailing Address

C/O FEI COMPANY

5350 NE DAWSON CREEK

DRIVE

HILLSBORO OR 97124

ISSUER

FEI CO

CIK: **914329** | IRS No.: **930621989** | State of Incorp.: **OR** | Fiscal Year End: **1231**

SIC: **3826** Laboratory analytical instruments

Mailing Address

5350 NE DAWSON CREEK

DRIVE

HILLSBORO OR 97124

Business Address

5350 NE DAWSON CREEK

DRIVE

HILLSBORO OR 97124

503-726-7500

FORM 4

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

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

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Loh Benjamin GekLim			2. Issuer Name and Ticker or Trading Symbol FEICO [FEIC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and COO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/14/2013			
5350 NE DAWSON CREEK DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
HILLSBORO, OR 97124						
(City)	(State)	(Zip)				

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
RSUs	\$ 0 ⁽¹⁾	01/14/2013		A		5,500		01/14/2014 ⁽²⁾	⁽³⁾	Common Stock	5,500	\$ 0	5,500	D	
Stock Options	\$57.91	01/14/2013		A		14,300		01/14/2014 ⁽⁴⁾	01/14/2021	Common Stock	14,300	\$ 0	14,300	D	

Explanation of Responses:

- Each RSU represents the right to receive, following vesting, one share of the Company's common stock.
- RSUs will vest in four equal annual installments beginning one year from the grant date until fully vested.
- These RSUs do not expire. Unless forfeited under the terms of the RSUs, these RSUs will vest as previously described.
- Options will vest in four equal annual installments beginning one year from the grant date until fully vested.

Signatures

/s/ Bradley J. Thies

** Signature of Reporting Person

01/15/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.