

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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REPORTING OWNER

Lazovsky David E

CIK: **1528626**

Type: **4** | Act: **34** | File No.: **001-35348** | Film No.: **13521294**

Mailing Address

*INTERMOLECULAR, INC.
3011 NORTH FIRST STREET
SAN JOSE CA 95134*

ISSUER

INTERMOLECULAR INC

CIK: **1311241** | IRS No.: **201616267** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address

*3011 NORTH FIRST STREET
SAN JOSE CA 95134*

Business Address

*3011 NORTH FIRST STREET
SAN JOSE CA 95134
(408) 582-5700*

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 Lazovsky David E			2. Issuer Name and Ticker or Trading Symbol INTERMOLECULAR INC [IMI]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013					
INTERMOLECULAR, INC., 3011 NORTH FIRST STREET			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) SAN JOSE, CA 95134-2004								
(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)	Price			
Common Stock, \$0.001 par value	01/07/2013		S	(1)	9,000	D	\$8.4674 (2)	3,157,612	D	
Common Stock, \$0.001 par value	01/08/2013		S	(1)	11,509	D	\$8.3643 (3)	3,146,103	D	
Common Stock, \$0.001 par value	01/09/2013		S	(1)	10,732	D	\$8.4386 (4)	3,135,371	D	
Common Stock, \$0.001 par value								35,487	I	By Wife
Common Stock, \$0.001 par value								189,513	I	By GRAT (5)
Common Stock, \$0.001 par value								189,513	I	By Wife's GRAT (6)
Common Stock, \$0.001 par value								45,882	I	By Children's Trust (7)

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	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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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			of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)
			Code	V						

Explanation of Responses:

1. The sale reported was effected pursuant to a 10b5-1 Sales Plan entered into by the Reporting Person on May 14, 2012.
2. The transaction was executed in multiple trades in prices ranging from \$8.32 to \$8.56, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
3. The transaction was executed in multiple trades in prices ranging from \$8.28 to \$8.50, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
4. The transaction was executed in multiple trades in prices ranging from \$8.30 to \$8.50, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.
5. These shares are held by The David E. Lazovsky 2010 Annuity Trust.
6. These shares are held by The Juel D. Lazovsky 2010 Annuity Trust.
7. These shares are held by The Lazovsky 2010 Irrevocable Children's Trust.

Signatures

/s/ David E. Lazovsky

** Signature of Reporting Person

01/09/2013

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.