

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**  
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### REPORTING OWNER

#### **FREEMAN JANE A**

CIK: **1217514**

Type: **4** | Act: **34** | File No.: **000-24547** | Film No.: **13528108**

Mailing Address  
*C/O SCIENTIFIC LEARNING  
CORP  
300 FRANK H. OGAWA  
PLAZA, SUITE 600  
OAKLAND CA 94612*

### ISSUER

#### **SCIENTIFIC LEARNING CORP**

CIK: **1042173** | IRS No.: **943234458** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8200** Educational services

Mailing Address  
*300 FRANK H. OGAWA  
PLAZA  
SUITE 600  
OAKLAND CA 94612-2040*

Business Address  
*300 FRANK H. OGAWA  
PLAZA  
STE 600  
OAKLAND CA 94612-2040  
5104443500*

# 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 <b>FREEMAN JANE A</b>			2. Issuer Name and Ticker or Trading Symbol <b>SCIENTIFIC LEARNING CORP [SCIL]</b>			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) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>					
C/O SCIENTIFIC LEARNING CORPORATION, 300 FRANK H. OGAWA PLAZA, SUITE 600			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) <b>OAKLAND, CA 94612-2040</b>								
(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	01/10/2013		M		50,000 <sup>(1)</sup>	A	\$ 0 <sup>(1)</sup>	50,000	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					
Restricted Stock Units	\$ 0 <sup>(2)</sup>	01/10/2013		M		50,000		(3)	(3)	Common Stock	\$ 0	50,000	D	

**Explanation of Responses:**

- On January 10, 2013, 50,000 of the reporting person's restricted stock units vested and were settled for an equal number of shares of Scientific Learning Corporation common stock.
- Each restricted stock unit represents a contingent right to receive one share of Scientific Learning Corporation's common stock.

3. On October 1, 2012, the reporting person received 100,000 restricted stock units under the Company's 1999 Equity Incentive Plan. Fifty percent of the restricted stock units vest on each of January 10, 2013 and July 10, 2013, except that if the reporting person ceases employment prior to July 10, 2013 as a result of a mutual agreement with the Company, the award will fully vest upon the termination of employment.

### Signatures

/s/ Christopher Brookhart, attorney-in-fact for Jane A. Freeman

\*\* Signature of Reporting Person

01/14/2013

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.**