

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2012-11-20**
SEC Accession No. [0001193527-13-000002](#)

([HTML Version](#) on [secdatabase.com](#))

ISSUER

RAMTRON INTERNATIONAL CORP

CIK: **849502** | IRS No.: **840962308** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address

*1850 RAMTRON DR
COLORADO SPRINGS CO
80921*

Business Address

*1850 RAMTRON DR
COLORADO SPRINGS CO
80921
7194817000*

REPORTING OWNER

BALZER ERIC

CIK: **1193527**
Type: **4** | Act: **34** | File No.: **000-17739** | Film No.: **13526359**

Mailing Address

*1850 RAMTRON DR.
COLORADO SPRINGS CO
80921*

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	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

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 BALZER ERIC			2. Issuer Name and Ticker or Trading Symbol RAMTRON INTERNATIONAL CORP [RMTR]			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2012			CEO		
1850 RAMTRON DRIVE (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		
COLORADO SPRINGS, CO 80921 (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	11/20/2012		D		5,833 ⁽¹⁾	D	\$3.1	127,200	D	
Common Stock	11/20/2012		D		75,000 ⁽¹⁾	D	\$3.1	52,200	D	
Common Stock	11/20/2012		D		52,200 ⁽¹⁾	D	\$3.1	0	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					
Non-Qualified Stock Option (right to buy)	\$1.42 ⁽²⁾	11/20/2012		D			69,375	⁽²⁾	12/15/2018	Common Stock 69,375	\$3.1	0	D	
Non-Qualified	\$1.97 ⁽²⁾	11/20/2012		D			85,000	⁽²⁾	01/15/2020	Common Stock 85,000	\$3.1	0	D	

Stock Option (right to buy)															
Non-Qualified Stock Option (right to buy)	\$2.292 ⁽²⁾	11/20/2012		<u>D</u>		75,000	⁽²⁾	12/07/2015	Common Stock	75,000	\$3.1	0	D		
Non-Qualified Stock Option (right to buy)	\$2.88 ⁽²⁾	11/20/2012		<u>D</u>		250,000	⁽²⁾	07/15/2021	Common Stock	250,000	\$3.1	0	D		
Non-Qualified Stock Option (right to buy)	\$3.01 ⁽²⁾	11/20/2012		<u>D</u>		60,000	⁽²⁾	10/26/2014	Common Stock	60,000	\$3.1	0	D		

Explanation of Responses:

1. This award was cancelled in the Merger in exchange for a cash payment per underlying share equal to the difference between the grant price and \$3.10 (less any applicable tax withholding).
2. This option was cancelled in the Merger in exchange for a cash payment per underlying share equal to the difference between the exercise price and \$3.10 (less any applicable tax withholding).

Signatures

Eric A. Balzer
 ** Signature of Reporting Person

01/11/2013
 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.