

# 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**  
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### REPORTING OWNER

**HOWARD WILLIAM G JR**

CIK: **1193748**

Type: **4** | Act: **34** | File No.: **000-17739** | Film No.: **13526342**

Mailing Address

*10642 E SAN SALVADOR  
SCOTTSDALE AZ 85258*

### 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*

# 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>HOWARD WILLIAM G JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>RAMTRON INTERNATIONAL CORP</b> <b>[RMTR]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/20/2012</b>		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	
1850 RAMTRON DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			
(Street) <b>COLORADO SPRINGS, CO 80921</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	11/20/2012		<u>D</u>		10,000 <sup>(1)</sup>	D	\$3.1	25,000	D	
Common Stock	11/23/2012		<u>S</u>		25,000	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 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
Non-Qualified Stock Option (right to buy)	\$1.68 <sup>(2)</sup>	11/20/2012		<u>D</u>		20,000		12/15/2010 <sup>(2)</sup>	12/15/2019	Common Stock	20,000	\$3.1	0	D	
Non-Qualified Stock Option (right to buy)	\$2.292 <sup>(2)</sup>	11/20/2012		<u>D</u>		300,000		<sup>(2)</sup>	12/07/2015	Common Stock	300,000	\$3.1	0	D	

Non- Qualified Stock Option (right to buy)	\$2.32 <sup>(2)</sup>	11/20/2012		<u>D</u>			25,000	10/21/2003 <sup>(2)</sup>	10/21/2013	Common Stock	25,000	\$3.1	0	D
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**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**

William G. Howard, Jr.

\*\* 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.**