

Kiper Christopher S  
 Form 4  
 August 21, 2012

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 O'CONNELL MICHAEL

2. Issuer Name and Ticker or Trading Symbol  
 RCM TECHNOLOGIES INC  
 [RCMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/17/2012

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

515 S. FIGUEROA STREET, SUITE 1100

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LOS ANGELES, CA 90071

(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                    | 08/17/2012                           |  | P                              |   | 80,000  | A  | \$ 5.48<br>(7)  | 1,099,330 | I | See Footnotes (1) (3) (4) (5) (6) |
| Common Stock                    | 08/20/2012                           |  | P                              |   | 700   | A  | \$ 5.42<br>(7)  | 1,100,030 | I | See Footnotes (1) (3) (4) (5) (6) |
| Common Stock                    |                                      |  |                                |   |   |  |   | 266,074   | I | See footnotes (2) (3) (4) (5)     |

(6)

|              |        |                         |
|--------------|--------|-------------------------|
| Common Stock | 22,000 | D <u>(5)</u> <u>(6)</u> |
| Common Stock | 1,000  | D <u>(5)</u> <u>(6)</u> |

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

**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 control number.** SEC 1474 (9-02)

**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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| O'CONNELL MICHAEL<br>515 S. FIGUEROA STREET<br>SUITE 1100<br>LOS ANGELES, CA 90071                    |               | X         |         |       |
| IRS Partnership No. 19, L.P.<br>515 S. FIGUEROA STREET<br>SUITE 1050<br>LOS ANGELES, CA 90071         |               | X         |         |       |
| Leonetti/O'Connell Family Foundation<br>515 S. FIGUEROA STREET<br>SUITE 1050<br>LOS ANGELES, CA 90071 |               | X         |         |       |

|  |   |
|--|---|
| M2O, Inc.<br>515 S. FIGUEROA STREET<br>SUITE 1050<br>LOS ANGELES, CA 90071   | X |
| Michael F. O'Connell & Margo L. O'Connell Revocable Trust<br>515 S. FIGUEROA STREET<br>SUITE 1050<br>LOS ANGELES, CA 90071 | X |
| Kiper Christopher S<br>515 S. FIGUEROA ST<br>SUITE 1100<br>LOS ANGELES, CA 90071   | X |
| Vizi Bradley<br>515 S FIGUEROA STREET<br>SUITE 1100<br>LOS ANGELES, CA 90071   | X |
| STONNINGTON GROUP, LLC<br>515 S. FIGUEROA STREET<br>SUITE 1100<br>LOS ANGELES, CA 90071                                    | X |

## Signatures

|   |            |
|---|------------|
| /s/ MICHAEL O'CONNELL (on behalf of himself and the O'Connell Entities) | 08/21/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ CHRISTOPHER KIPER (on behalf of himself)                            | 08/21/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ BRADLEY VIZI (on behalf of himself)                                 | 08/21/2012 |
| __Signature of Reporting Person   | Date       |
| /s/ NICHOLAS STONNINGTON  | 08/21/2012 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* 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).
- (1) IRS Partnership No. 19, L.P., a Delaware limited partnership ("IRS 19"), directly owns these shares.
- (2) The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares  
 The general partner of IRS 19 is M2O, Inc., a Delaware corporation ("M2O"), the Michael F. O'Connell and Margo L. O'Connell Revocable Trust (the "Trust") is the sole voting shareholder of M2O and Michael O'Connell, an individual ("Mr. O'Connell", collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities"), controls all investment decisions with respect to the Trust, and by virtue of such relationships, IRS 19, M2O, the Trust and Mr. O'Connell may be deemed to have the shared voting and dispositive power over the shares owned by IRS 19. The investment decisions of the Foundation are controlled by Mr. O'Connell and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to have shared voting and dispositive power over the shares owned by the Foundation. (Continued to footnote 4)
- (4) IRS 19, M2O and the Trust disclaim beneficial ownership of, and have no pecuniary interest in, the shares owned by the Foundation. The Foundation disclaims beneficial ownership of, and has no pecuniary interest in, the shares owned by IRS 19.

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- IRS 19 and the Foundation have each entered into an investment advisory agreement with Stonnington Group, LLC, a California limited liability company ("Stonnington"), pursuant to which Christopher Kiper ("Mr. Kiper") and Bradley Vizi ("Mr. Vizi") on behalf of Stonnington, exclusively manages IRS 19's and the Foundation's investment in RCM Technologies, Inc. (the "Issuer") and has certain
- (5) discretion with respect to purchase and sales of shares in the Issuer. As a result, Stonnington, Mr. Kiper and Mr. Vizi may be deemed to have shared dispositive power with respect to the shares held by IRS 19 and the Foundation. Stonnington, Mr. Kiper and Mr. Vizi each disclaims beneficial ownership of, and each has no pecuniary interest in, the shares held by each other. Mr. Kiper directly owns 22,000 shares of common stock of the Issuer and Mr. Vizi directly owns 1,000 shares of common stock of the Issuer.
- (6) This Form 4 shall not be deemed to be an admission that any reporting person hereunder is the beneficial owner of any of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (7) Net weighted average price.

### Remarks:

Mr. O'Connell is signing on behalf of the O'Connell Entities pursuant to the Authorization, dated as of August 3, 2012, which

Mr. Stonnington is signing as Managing Member and Principal of Stonnington Group, LLC.

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

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