

WALTERS ERIC G
Form 4
March 01, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WALTERS ERIC G

2. Issuer Name and Ticker or Trading Symbol
MICROFLUIDICS INTERNATIONAL CORP [MFLU.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2011

30 OSSIPPEE ROAD
(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

NEWTON, MA 02464

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | (D) | |
| Common Stock | 02/25/2011 | | U | | 19,000 | D | |
| | | | | | \$ 1.35 | | |
| | | | | | 0 | | D |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 1.1 | 02/25/2011 | | D | 7,500 | <u>(1)</u> 01/02/2013 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 0.36 | 02/25/2011 | | D | 7,500 | <u>(2)</u> 01/02/2014 | Common Stock | 7,500 |
| Stock Option (Right to Buy) | \$ 0.9 | 02/25/2011 | | D | 15,000 | <u>(3)</u> 01/04/2015 | Common Stock | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTERS ERIC G 30 OSSIPPEE ROAD NEWTON, MA 02464 | X | | | |

Signatures

/s/ Peter Byczko,
POA 03/01/2011

**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) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of 1,875, representing the difference between the exercise price of the option and the tender offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, Idex Corporation and Nano Merger Sub, Inc.
- (2) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of 7,425, representing the difference between the exercise price of the option and the offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, Idex Coporation and Nano Merger Sub,

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Inc.

- (3) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of 6,750, representing the difference between the exercise price of the option and the tender offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, IDEX Corporation and Nano Merger Sub, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.