

EMCORE CORP
Form 4
March 06, 2006

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 *
RICHARDS REUBEN F JR

(Last) (First) (Middle)

C/O EMCORE CORPORATION, 145 BELMONT DRIVE

(Street)

SOMERSET, NJ 08873

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EMCORE CORP [EMKR]

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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		
Common Stock	03/02/2006		S		15,000	D	\$ 7.91 547,054 D
Common Stock	03/02/2006		S		5,000	D	\$ 7.98 542,054 D
Common Stock	03/02/2006		S		60,000	D	\$ 8 482,054 D
Common Stock	03/02/2006		S		10,000	D	\$ 8.01 472,054 D
Common Stock	03/02/2006		S		15,000	D	\$ 8.03 457,054 D

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Common Stock	03/03/2006	S	44,000	D	\$ 7.92	413,054	D	
Common Stock	03/03/2006	S	15,000	D	\$ 7.94	398,054	D	
Common Stock	03/03/2006	S	25,000	D	\$ 7.97	373,054	D	
Common Stock	03/03/2006	S	23,500	D	\$ 7.98	349,554	D	
Common Stock	03/03/2006	S	5,000	D	\$ 7.99	344,554	D	
Common Stock	03/03/2006	S	7,500	D	\$ 8	337,054	D	
Common Stock	03/06/2006	S	5,000	D	\$ 7.62	332,054 ⁽¹⁾	D	
Common Stock	03/06/2006	M	72,500	A	\$ 2.63	404,554	D	
Common Stock	03/06/2006	M	75,000	A	\$ 3.42	479,554	D	
Common Stock	03/03/2006	S	25,000	D	\$ 7.98	175,000	I	By Spouse

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 2.63	03/06/2006		M	72,500	⁽²⁾	05/18/2014	Common Stock	72,500

Employee Stock Option (right to buy)	\$ 3.42	03/06/2006	M	75,000	<u>(4)</u>	05/18/2015	Common Stock	75,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICHARDS REUBEN F JR C/O EMCORE CORPORATION 145 BELMONT DRIVE SOMERSET, NJ 08873	X		President and CEO	

Signatures

/s/ Reuben F. Richards, Jr.	03/06/2006
**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) All Sales were effected to satisfy Mr. Richards' tax liability in connection with the partial forgiveness of Mr. Richards' loan and to provide funds for option exercises.
- (2) This option vests 1/4 in May 2005, 1/4 in February 2006, 1/4 in May 2006, and 1/4 in May 2007.
- (3) Stock Option grant
- (4) This option vests 1/4 in February 2006, 1/4 in May 2006, 1/4 in May 2007, and 1/4 in May 2008.
- (5) Stock Option grant

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.