

SPIRE Corp  
Form 4  
December 20, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
LITTLE ROGER G

(Last) (First) (Middle)

SPIRE CORPORATION, ONE PATRIOTS PARK

(Street)

BEDFORD, MA 01730-2396

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
SPIRE Corp [SPIR]

3. Date of Earliest Transaction (Month/Day/Year)  
06/21/2012

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)  
Chairman & 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock, \$0.01 par value  | 12/19/2012                           |  | A                              |   | 441,025   | A  | \$ 0.78   |
|                                 |                                      |  |                                |   | 641,025   | I  |   |
|                                 |                                      |  |                                |   |   |  | see footnotes (1) (2)                                 |
| Common Stock, \$0.01 par value  | 12/19/2012                           |  | A                              |   | 58,975  | A  | \$ 0.69   |
|                                 |                                      |  |                                |   | 700,000   | I  |   |
|                                 |                                      |  |                                |   |   |  | see footnotes (3) (4)                                 |
| Common Stock, \$0.01 par value  |                                      |  |                                |   | 2,138,205   | (5) D  |   |

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|                                |  |        |   |                          |
|--------------------------------|--|--------|---|--------------------------|
| Common Stock, \$0.01 par value |  | 20,482 | I | By 401(k) Plan           |
| Common Stock, \$0.01 par value |  | 5,197  | I | By 401(k) Plan 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| LITTLE ROGER G<br>SPIRE CORPORATION<br>ONE PATRIOTS PARK<br>BEDFORD, MA 01730-2396 | X             | X         | Chairman & CEO |       |

## Signatures

Roger G. Little                      12/20/2012  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

Shares are held by the Spire Corporation Non-Qualified Deferred Compensation Plan Trust for Roger Little (the "Trust"). As previously disclosed, under the Non-Qualified Deferred Compensation Plan, as amended to date, for Mr. Little (the "Plan"), on November 17, 2011, Mr. Little elected (and the Compensation Committee approved such election) to receive aggregate accumulated deferred compensation of \$500,000 for 2010 and 2011 in shares of common stock, which, based on the closing sale price of the issuer's common stock on the election date (\$0.78), was approximately 641,025 shares to be awarded under the 2007 Stock Equity Plan (the "2007 Plan"). Because of the limitations on awards under the 2007 Plan, only 200,000 of such shares were delivered to the Trust in 2011. On May 17, 2012, the shareholders of Spire Corporation approved an amendment to the 2007 Plan to increase the maximum number of shares that may be granted to any one participant during any fiscal year to 500,000 shares.

(1) On December 19, 2012, the remaining 441,025 shares were delivered to the Trust.

Shares are held by the Trust. On June 21, 2012, Mr. Little elected (and the Compensation Committee approved such election) to receive aggregate accumulated deferred compensation of \$62,500 for the quarter ended September 30, 2012 in shares of common stock, which, based on the closing sale price of the issuer's common stock on the election date (\$0.69), was equal to approximately 90,579 shares to be awarded under the 2007 Plan. On December 19, 2012, because of the limitations on awards under the 2007 Plan, only 58,975 of such shares were delivered to the Trust. In addition, on August 16, 2012, Mr. Little elected (and the Compensation Committee approved such election) to receive aggregate accumulated deferred compensation of \$62,500 for the quarter ended December 31, 2012 in shares of common stock, which based on the closing sale price of the issuer's common stock on the election date (\$0.55), is equal to approximately 113,363 shares.

(2) Because of limitations on awards under the 2007 Plan, none of these shares have been delivered to the Trust.

(3) Includes 2,109,305 shares of common stock in the Roger G. Little Family Trust of which Mr. Little is the primary beneficiary.

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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