Kiper Christopher S
Form 4
October 01, 2012

FORM 4

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

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

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).

(Print or Type Responses)

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

(Last) (First) (Middle)

515 S. FIGUEROA STREET, SUITE 1100

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/27/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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, $0.05 par value	09/27/2012		P		7,620	A	$ 5.5	1,107,650	I	See Footnotes (1) (3)
Common Stock, $0.05 par value	09/27/2012		P		4,500	A	$ 5.49	1,112,150	I	See Footnotes (1) (3)
Common Stock, $0.05 par	10/01/2012		P		9,100	A	$ 5.52	1,121,250	I	See footnotes (1) (3)

value			
Common Stock, $0.05 par value	266,074	I	See footnotes (2) (3)
Common Stock, $0.05 par value	22,000	D (3)	
Common Stock, $0.05 par value	1,000	D (3)	

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'CONNELL MICHAEL 515 S. FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071		X		
		X		

IRS Partnership No. 19, L.P. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071		
Leonetti/O'Connell Family Foundation 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X	
M2O, Inc. 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X	
Michael F. O'Connell & Margo L. O'Connell Revocable Trust 515 S. FIGUEROA STREET SUITE 1050 LOS ANGELES, CA 90071	X	
Kiper Christopher S 515 S. FIGUEROA ST SUITE 1100 LOS ANGELES, CA 90071	X	
Vizi Bradley 515 S FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071	X	
STONNINGTON GROUP, LLC 515 S. FIGUEROA STREET SUITE 1100 LOS ANGELES, CA 90071	X	

Signatures

/s/ MICHAEL O'CONNELL (on behalf of himself and the O'Connell Entities)	10/01/2012
**Signature of Reporting Person	Date
/s/ CHRISTOPHER KIPER (on behalf of himself)	10/01/2012
**Signature of Reporting Person	Date
/s/ BRADLEY VIZI (on behalf of himself)	10/01/2012
**Signature of Reporting Person	Date
/s/ NICHOLAS STONNINGTON	10/01/2012
**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 of common stock ("Common Stock") of RCM Technologies, Inc. (the "Issuer"). M2O, Inc., a Delaware corporation ("M2O"), is the general partner of IRS 19. 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, controls all investment decisions with respect to the Trust. IRS 19, M2O, the Trust and Mr. O'Connell may therefore be deemed to have shared voting and dispositive power over the Common Stock owned by IRS 19.

(2) The Leonetti/O'Connell Family Foundation, a Delaware non-profit corporation (the "Foundation"), directly owns these shares. The investment decisions of the Foundation are controlled by Mr. O'Connell (Mr. O'Connell, collectively with IRS 19, the Foundation, M2O and the Trust, the "O'Connell Entities") and by virtue of such relationship, the Foundation and Mr. O'Connell may be deemed to have shared voting and dispositive power over the Common Stock owned by the Foundation. IRS 19, M2O and the Trust disclaim beneficial ownership of the Common Stock of the Issuer owned by the Foundation except to the extent of their pecuniary interest therein. The Foundation disclaims beneficial ownership of the shares of Common Stock of the Issuer owned by IRS 19 except to the extent of its pecuniary interest therein.

(3) 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 manage IRS 19's and the Foundation's investment in the Issuer and have certain discretion with respect to purchase and sales of Common Stock of 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 shares of Common Stock of the Issuer owned by each other except to the extent of his or its pecuniary interest therein. 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.

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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