

GOODSON R EUGENE

Form 4

November 30, 2011

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOODSON R EUGENE

2. Issuer Name **and** Ticker or Trading
Symbol
SOUTHWALL TECHNOLOGIES
INC /DE/ [SWTX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2011

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

C/O SOUTHWALL
TECHNOLOGIES INC., 3788
FABIAN WAY

(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

PALO ALTO, CA 94303

(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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 3.1	11/28/2011		D		8,000		07/28/2007 ⁽¹⁾	07/27/2016	Common Stock	8
Non-Qualified Stock Option	\$ 4.2	11/28/2011		D		6,000		02/26/2009 ⁽²⁾	02/25/2018	Common Stock	6
Non-Qualified Stock Option	\$ 2.9	11/28/2011		D		4,000		03/18/2010 ⁽³⁾	03/18/2019	Common Stock	4
Non-Qualified Stock Option	\$ 3.15	11/28/2011		D		2,000		04/28/2010 ⁽⁴⁾	04/28/2019	Common Stock	2
Non-Qualified Stock Option	\$ 7.95	11/28/2011		D		5,000		03/24/2011 ⁽⁵⁾	03/23/2020	Common Stock	5
Non-Qualified Stock Option	\$ 11	11/28/2011		D		5,000		03/25/2012 ⁽⁶⁾	03/24/2021	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOODSON R EUGENE C/O SOUTHWALL TECHNOLOGIES INC. 3788 FABIAN WAY PALO ALTO, CA 94303	X			

Signatures

/s/ R. Eugene
Goodson 11/30/2011

**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).

The option provided for vesting over 4 years with 25% vesting after 6 months and the remainder vesting monthly thereafter. The vesting (1) was fully accelerated pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated October 6, 2011, among the Registrant, Solutia Inc. and Backbone Merger Sub, Inc.

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- (2) The option provided for vesting over 4 years with 25% vesting after 6 months and the remainder vesting monthly thereafter. The vesting was fully accelerated pursuant to the Merger Agreement.
- (3) The option provided for vesting over 4 years with 25% vesting after 6 months and the remainder vesting monthly thereafter. The vesting was fully accelerated pursuant to the Merger Agreement.
- (4) The option provided for vesting over 4 years with 25% vesting after 6 months and the remainder vesting monthly thereafter. The vesting was fully accelerated pursuant to the Merger Agreement.
- (5) The option provided for vesting over 4 years with 25% vesting after 6 months and the remainder vesting monthly thereafter. The vesting was fully accelerated pursuant to the Merger Agreement.
- (6) The option provided for vesting over 4 years with 25% vesting after 6 months and the remainder vesting monthly thereafter. The vesting was fully accelerated pursuant to the Merger Agreement.

- The reporting person received cash consideration for the cancellation of the option pursuant to the Merger Agreement equal to the number
- (7) of shares of the Registrant's common stock underlying such option multiplied by the difference between the exercise price of the option and the per share purchase price of \$13.60 in accordance with the Merger Agreement.

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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