FIRST SOLAR, INC.
Form 4
October 02, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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	
OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gustafsson Mary Elizabeth

(Last) (First) (Middle)

C/O FIRST SOLAR, INC, 350 WEST WASHINGTON STREET, SUITE 600

(Street)

TEMPE, AZ 85281

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
FIRST SOLAR, INC. [FSLR]

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP, General Counsel, Secty.

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	09/30/2013		M		3,302 (1)	A	$ 0	31,096	D	
Common Stock	09/30/2013		F		1,178 (2)	D	$ 40.21	29,918	D	
Common Stock	09/30/2013		M		2,154 (3)	A	$ 0	32,072	D	
Common Stock	09/30/2013		F		758 (2)	D	$ 40.21	31,314	D	
Common Stock	09/30/2013		M		10,101 (4)	A	$ 0	41,415	D	

Common Stock	09/30/2013		F	3,428 (2)	D	$ 40.21	37,987	D
Common Stock	09/30/2013		M	5,523 (5)	A	$ 0	43,510	D
Common Stock	09/30/2013		F	2,190 (2)	D	$ 40.21	41,320	D
Common Stock	09/30/2013		M	5,577 (6)	A	$ 0	46,897	D
Common Stock	09/30/2013		F	2,624 (2)	D	$ 40.21	44,273	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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. I De Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(7)	09/30/2013		M			3,302	(8)	(8)	Common Stock	3,302	
Restricted Stock Units	(9)	09/30/2013		M			2,154	(10)	(10)	Common Stock	2,154	
Restricted Stock Units	(9)	09/30/2013		M			10,101	(11)	(11)	Common Stock	10,101	
Restricted Stock Units	(9)	09/30/2013		M			5,523	(12)	(12)	Common Stock	5,523	
Restricted Stock Units	(9)	09/30/2013		M			5,577	(13)	(13)	Common Stock	5,577	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gustafsson Mary Elizabeth C/O FIRST SOLAR, INC 350 WEST WASHINGTON STREET, SUITE 600 TEMPE, AZ 85281			EVP, General Counsel, Secty.	

Signatures

/s/ Peter C. Bartolino, Attorney-in-fact	10/02/2013
**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) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on March 24, 2010 pursuant to the terms of the Reporting Person's Employment Agreement.

(2) Represents shares of common stock withheld by the Issuer to satisfy certain tax withholding obligations associated with the vesting of the restricted stock units.

(3) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on March 22, 2011 pursuant to the terms of the Reporting Person's Employment Agreement.

(4) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on April 4, 2012 pursuant to the terms of the Reporting Person's Employment Agreement.

(5) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on April 4, 2012 pursuant to the terms of the Reporting Person's Employment Agreement.

(6) Represents shares of common stock issued upon accelerated vesting of certain restricted stock units granted on March 13, 2013 pursuant to the terms of the Reporting Person's Employment Agreement.

(7) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's Amended and Restated 2006 Omnibus Incentive Compensation Plan.

(8) The restricted stock units were granted on March 24, 2010 pursuant to the Reporting Person's Employment Agreement, with respect to fiscal year 2010. These units were scheduled to vest annually at a rate of 25% on each anniversary of the grant date. Twelve months of vesting occurred on September 30, 2013, the effective date of the Reporting Person's termination of employment with the issuer, pursuant to the Reporting Person's Employment Agreement.

(9) Each restricted stock unit represents the right to receive, upon vesting, one share of the Issuer's common stock in accordance with the Issuer's 2010 Omnibus Incentive Compensation Plan.

(10) The restricted stock units were granted on March 22, 2011. These units are scheduled to vest at a rate of 25% per year, commencing on the first anniversary of the grant date. Twelve months of vesting occurred on September 30, 2013, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Employment Agreement.

(11) The restricted stock units were granted on April 4, 2012 as part of the issuer's annual equity grant to executive officers. These units are scheduled to vest at a rate of 25% per year, commencing on the first anniversary of the grant date. Twelve months of vesting occurred on September 30, 2013, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Employment Agreement.

(12) The restricted stock units were granted on April 4, 2012 for retention purposes. The units are scheduled to vest annually from the grant date at a rate of 40% on the first anniversary of the grant date, with 20% scheduled to vest on each of the remaining three anniversaries of the grant date. Twelve months of vesting occurred on September 30, 2013, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Employment Agreement.

(13) The restricted stock units were granted on March 13, 2013 as part of the Issuer's annual equity grant to executive officers. These units are scheduled to vest annually at a rate of 25% on each anniversary of the grant date, commencing on the first anniversary of the grant date. Twelve months of vesting occurred on September 30, 2013, the effective date of the Reporting Person's termination of employment with the Issuer, pursuant to the terms of the Reporting Person's Employment 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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