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CHANG KUO WEI HERBERT

Form 4 March 06, 2003

FORM 4

obligations may continue.

See Instruction 1(b).

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

Name and Address of Reporting Person* Chang Kuo Wei (Herbert)					ame and echnolog			Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (Firs	of Repo	rtiı	lentificati ng Person (volunta	١,	lumber	4. Statement for Month/Day/Year March 4, 2003	X D 10% C	X Director 10% Owner Officer (give title below) Other (specify below)			
(Stree Sunnyvale, CA 94089						5. If Amendment, Date of Original (Month/Day/Year)	(Ch X F Per: F	. Individual or Joint/Group Filing Check Applicable Line) L. Form filed by One Reporting Person Form filed by More than One			
(City) (Sta	ate) (Zip)		Т	'ah	le I No	n-D	erivative		Reporting Person osed of, or Beneficially Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution Date, if any (Month/Day Year)	Trans action Code (Instr 8)	;- 1	4. Securi Acquired Disposed (Instr. 3,	ties l (A) l of (4 &	or (D) 5)	5. Amount of Securities	6. Owner-	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock, par value \$0.002 per share						(2)		260,000	I	By Investar Dayspring Venture Capital, Inc.	
Common Stock, par value \$0.002 per share	03/04/03		S		50,000	D	\$19.761		I	By Investar Semiconductor Development Fund, Inc.	
Common Stock, par value \$0.002 per share	03/05/03		S		46,000	D	\$19.690	3,317,220	I	By Investar Semiconductor Development Fund, Inc.	
Common Stock, par value \$0.002 per share	03/04/03		S		25,000	D	\$19.761		I	By Investar Burgeon Venture Capital, Inc.	
Common Stock, par value \$0.002 per share	03/05/03		S		23,000	D	\$19.690	1,086,000	I	By Investar Burgeon Venture Capital, Inc.	
Common Stock, par value \$0.002 per share								50,796	I	By Investar Capital, Inc.	

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Common Stock, par value \$0.002 per share				50,000		By Investar Excelsus Venture Capital (Int'l.) Inc.
Common Stock, par value \$0.002 per share				184,616		By Forefront Venture Partners, L.P.
Common Stock, par value \$0.002 per share				181,000	D	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative sion or Security Securitive Security S	(e.g., pass, cans, warrants, options, convertible securities)														
Security	1. Title of	2. Conver-	3.	3A.	4.	5.		6. Date Exerc	isable	7. Title an	d	8. Price of	9. Number of	10.	11. Nature
Price of Date Date Date If any (Month/ Day/ Pear) Date Date If any (Month/ Day/ Pear) Day/ Pear) Date Date If any (Month/ Day/ Pear) Day/ Pear) Day/ Pear) Day/ Pear) Date D	Derivative	sion or	Trans-	Deemed	Trans-	Nu	mbei	and Expiratio	n	Amount o	f	Derivative	Derivative	Owner-	of Indirect
Code V A Code V A Code	Security	Exercise	action	Execution	action	of		Date		Underlyin	g	Security	Securities	ship	Beneficial
Security (Month/ Day/ Pear) Month/ Day/ Year) Month/ Day/ Pear) Month/ Dispose it of (D) Month/ Dis		Price of	Date	Date,	Code					Securities		(Instr. 5)	Beneficially	Form	Ownership
Day/ Year) Day/ Year) Day/ Year) Society Disposed Disp	(Instr. 3)	Derivative		if any		Sec	uriti	X ear)		(Instr. 3 &	(4)		Owned	of Deriv-	(Instr. 4)
Year Year Pear Dispose of (D)		Security	(Month/	(Month/	(Instr.	Aco	quire	d					Following	ative	
Stock \$15.00 Code V (A) (D) Date Exer-cisable Exer-cisable Expiration Date Shares			-	2	8)	(A)	or						Reported	Security:	
Code V A Date Expiration Date Expiration Date Expiration Date Expiration Shares			Year)	Year)				d					Transaction(s)	Direct	
Code V (A) (D) Date Expiration Date Expiration Shares						of (D)						(Instr. 4)	(D)	
Stock \$15.00													,	or	
Sign						(Ins	str.							Indirect	
Code V (A) (D) Date Expiration Date Expiration Date Shares						3, 4	&							(I)	
Exer-cisable tion Date Or Number of Shares						5)								(Instr. 4)	
Exer-cisable tion Date Or Number of Shares					Code V	(A)	(D)	Date	Evnira-	Title	A mount				
Date Number of Shares Stock \$15.00 Doption Stock \$15.00 Doption Stock \$20.58 Doption Stock \$20.58 Calculate Common Stock Stock \$20.58 Calculate Common Stock Stock					Code	(2.1)	(D)			11110					
Stock \$15.00								Exer cisable	-		Ī -				
Shares Shares Shock \$15.00									Dute						
Stock															
Option (Right to Buy) \$20.58	Stock	\$15.00				l		(1)	06/26/10				30,000	D	
(Right to Buy) \$20.58 <td< td=""><td></td><td>φ15.00</td><td></td><td></td><td></td><td></td><td></td><td>-</td><td></td><td></td><td>30,000</td><td></td><td>30,000</td><td></td><td></td></td<>		φ15.00						-			30,000		30,000		
Buy Stock \$20.58										Stock					
Common C															
Option (Right to Buy) \$21.59 \$\frac{3}{2}\$ \$		\$20.58				1	t	(2)	06/26/11	Common	6 000		6 000	D	
(Right to Buy) \$21.59 \$\frac{\partial}{3}\$ \text{06/21/12 Common Stock}\$ 6,000 D \$6,000 D \$\text{D}\$ \$\text{D}\$ \$\text{D}\$ \$\text{Stock}\$ \$\text{Stock}\$ \$\text{Stock}\$ \$\text{D}\$		φ20.50									0,000		0,000	۳	
Buy) Stock \$21.59 Option (Right to Buy) Stock \$21.59 3 06/21/12 Common 6,000 Common C	ı -									SIUCK					
Stock \$21.59															
Option (Right to Buy)		¢21.50			 	+	1	(3)	06/21/12	C	(000		(000	D	
(Right to Buy)		\$21.59						_			0,000		6,000	ע	
Buy)	ı -									Stock					
		<u> </u>											<u> </u>		

Explanation of Responses:

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

⁽¹⁾ Of such 30,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 20% on 06/26/01 and 500 shares per month from 07/26/01 through 06/26/05. Reflects non-discretionary grants under 1997 Directors Plan.

⁽²⁾ Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/05 through 06/21/06. Reflects non-dsicretionary grants under 1997 Directors Plan.

⁽³⁾ Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/06 through 06/21/07. Reflects non-discretionary grants under 1997 Directors Plan.

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By: /s/ Kuo Wei (Herbert) Chang

March 5, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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