

VICOR CORP
Form 4
May 09, 2006

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 *
KELLEHER BARRY

(Last) (First) (Middle)

25 FRONTAGE ROAD

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VICOR CORP [VICR]

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2006

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)
SVP-Global Ops & GM Brick Unit

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	05/05/2006		M		1,953	A	\$ 9.59
Common Stock	05/05/2006		M		1,310	A	\$ 7.15
Common Stock	05/05/2006		M		623	A	\$ 16.04
Common Stock	05/05/2006		M		199	A	\$ 6.18
Common Stock	05/05/2006		S		1,415	D	\$ 21.2014
					2,503	D	
					3,813	D	
					4,436	D	
					4,635	D	
					3,220	D	

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Common Stock 05/05/2006 S 2,670 D \$ 21.1 550 D

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 or Deriv Secur (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option	\$ 9.59	05/05/2006		M	1,953	(1) (2)	Common Stock	1,953
Non Qualified Stock Option	\$ 7.15	05/05/2006		M	1,310	(1) (2)	Common Stock	1,310
Non Qualified Stock Option	\$ 16.04	05/05/2006		M	623	(3) (2)	Common Stock	623
Non Qualified Stock Option	\$ 6.18	05/05/2006		M	199	(1) (2)	Common Stock	199

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X		SVP-Global Ops & GM Brick Unit	

KELLEHER BARRY
25 FRONTAGE ROAD
ANDOVER, MA 01810

Signatures

/s/Mark A. Glazer, Attorney in Fact for Barry
Kelleher

05/09/2006

__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) Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a four year period.
- (2) Each portion of the option expires 30 months after it becomes exercisable.
- (3) Granted under the Company's 1993 Stock Option Plan and vests over a four year period.

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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