

ALBANY MOLECULAR RESEARCH INC
Form 4
December 05, 2014

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

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).

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 *
CABLE STUART M

2. Issuer Name and Ticker or Trading Symbol
ALBANY MOLECULAR RESEARCH INC [AMRI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

GOODWIN PROCTER LLP, 53 STATE STREET

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2014

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

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

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)
Common Stock	12/03/2014		S ⁽¹⁾	V Amount \$ 16.002 (2) D	4,076,987 ⁽⁴⁾ (5)	I	Advisor ⁽⁶⁾
Common Stock	12/04/2014		S ⁽¹⁾	V Amount \$ 16.0006 (3) D	4,066,596 ⁽⁴⁾ (5)	I	Advisor ⁽⁶⁾

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

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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)

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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				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
CABLE STUART M GOODWIN PROCTER LLP, 53 STATE STREET BOSTON, MA 02109				X

Signatures

/s/ Stuart M.
Cable 12/05/2014

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted on May 9, 2014 for each of the trusts named in footnote 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.017, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.02, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.
- (3) Mr. Stuart Cable is a special holding direction advisor to the following trusts: the BTDEL TTEE of Thomas D'Ambra Family Trust I UAD 2/26/97 FBO Abigail D'Ambra, which holds 1,355,531.67 shares of common stock of the Issuer after the transaction reported hereunder, (ii) the BTDEL TTEE of Thomas D'Ambra Family Trust I UAD 2/26/97 FBO Geoffrey D'Ambra, which holds 1,355,532.67 shares after the transaction reported hereunder, and (iii) the BTDEL TTEE of Thomas D'Ambra Family Trust I UAD 2/26/97 FBO Agatha D'Ambra, which holds 1,355,531.66 shares after the transaction reported hereunder.

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- (5) Bessemer Trust Company of Delaware N.A. is the trustee of each trust and has voting and dispositive power over the shares, subject to the direction of Mr. Cable as described below. Mr. Cable has the authority to direct the trustee in the exercise of all powers with respect to the shares, including investment decisions; however, Mr. Cable does not have any direct or indirect pecuniary interest in the shares and therefore disclaims any beneficial ownership of the shares under Rule 16a-2.

- (6) Advisor to the BTDEL TTEE of Thomas D'Ambra Family Trust I UAD 2/26/97 FBO Abigail D'Ambra, (ii) the BTDEL TTEE of Thomas D'Ambra Family Trust I UAD 2/26/97 FBO Geoffrey D'Ambra and (iii) the BTDEL TTEE of Thomas D'Ambra Family Trust I UAD 2/26/97 FBO Agatha D'Ambra.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.