

POWER ONE INC
Form 4
July 29, 2013

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 *
THOMPSON RICHARD J

(Last) (First) (Middle)
740 CALLE PLANO
(Street)

CAMARILLO, CA 93012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POWER ONE INC [PWER]

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2013

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)
Director, President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/25/2013		D		1,460,997 (1)	D	\$ 6.35
Common Stock	07/25/2013		D		288,466	I	\$ 6.35

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option	\$ 2.38	07/25/2013		D	500,000	02/18/2012 ⁽³⁾	02/18/2018	Common Stock
Non-Qualified Stock Option	\$ 2.38	07/25/2013		D	250,000	02/18/2012 ⁽⁴⁾	02/18/2018	Common Stock
Non-Qualified Stock Option	\$ 4.265	07/25/2013		D	467,000	⁽⁵⁾	04/30/2022	Common Stock
Non-Qualified Stock Option	\$ 7.54	07/25/2013		D	300,000	⁽⁶⁾	06/01/2020	Common Stock
Non-Qualified Stock Option	\$ 8.08	07/25/2013		D	339,000	⁽⁷⁾	05/03/2021	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMPSON RICHARD J 740 CALLE PLANO CAMARILLO, CA 93012	X		Director, President & CEO	

Signatures

/s/ Tina D. McKnight, by power of attorney for Richard J. Thompson

07/29/2013

**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).

- Reflects 284,279 shares of restricted stock units ("RSUs") granted to the reporting person. Such RSUs can be settled for the Issuer's common stock, par value \$0.001 ("Common Stock") underlying such option, and vested immediately prior to the effective time of the
- (1) merger of Verdi Acquisition Corporation, an indirect wholly owned subsidiary of ABB Ltd ("ABB"), with and into Issuer, with Issuer continuing as the surviving corporation (the "Merger") pursuant to the merger agreement by and among the foregoing entities (the "Merger Agreement").
 - (2) The reporting person contributed these shares to a grantor retained annuity trust for the benefit of the reporting person.
 - (3) This option was canceled in the Merger in exchange for a cash payment of \$1,985,000.00, representing the difference between the exercise price of the option and the merger consideration paid for the Common Stock underlying such option.

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- (4) This option was canceled in the Merger in exchange for a cash payment of \$992,500.00, representing the difference between the exercise price of the option and the merger consideration paid for the Common Stock underlying such option.
This option, which provided for vesting in three equal annual installments beginning on April 30, 2013, was canceled in the Merger in
- (5) exchange for a cash payment of \$973,695.00, representing the difference between the exercise price of the option and the merger consideration paid for the Common Stock underlying such option.
- (6) This option, which provided for vesting in four equal installments beginning on June 1, 2011, was assumed by ABB in the Merger and replaced with an option to purchase 83,982 shares of ABB American Depositary Shares ("ADSs") for \$26.94 per ADS.
- (7) This option, which provided for vesting in three equal annual installments beginning on May 3, 2012, was assumed by ABB in the Merger and replaced with an option to purchase 94,900 ADSs for \$28.87 per ADS.

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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