

GRACE ROBERT M JR
Form 4/A
March 01, 2012

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 *
GRACE ROBERT M JR

(Last) (First) (Middle)

333 THREE D SYSTEMS CIRCLE

(Street)

ROCK HILL, SC 29730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
3D SYSTEMS CORP [DDD]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
02/28/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Secretar

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	02/27/2012		G	70,224 D \$ 0	40,000	D	
Common Stock	02/27/2012		M	80,000 A \$ 4.8 (1)	120,000	D	
Common Stock	02/27/2012		S	77,075 D 24.58 (2)	42,925	D	
Common Stock	02/27/2012		S	2,925 D 24.97 (3)	40,000	D	

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

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(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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.8	02/27/2012		M	80,000	11/03/2007 ⁽⁴⁾ 11/03/2013	Common	80,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRACE ROBERT M JR 333 THREE D SYSTEMS CIRCLE ROCK HILL, SC 29730			VP, General Counsel & Secretar	

Signatures

/s/ Robert M. Grace, Jr.,
Attorney-in-Fact
Date: 03/01/2012

**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) This Form 4/A amends the Form 4 filed on February 28, 2012 to show the sales price information related to the shares sold by the reporting person following the exercise of 80,000 stock options. No other changes were made to the originally filed Form 4.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.95 to \$24.94, inclusive. The reporting person undertakes to provide to 3D Systems Corporation, any security holder of 3D Systems Corporation, 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 ranges set forth in footnotes (1) and (2) of this Form 4/A.
- (3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.95 to \$25.00, inclusive.

- (4) The shares subject to this option vested over a period of four years in equal annual installments of 20,000 shares, commencing on November 3, 2004, the first anniversary of the date of grant.
- (5) Granted as compensation for services as an employee.

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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