Torton Shay Form 4 February 03, 2011

FORM 4

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

OMB Number:

3235-0287

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Torton Shay				2. Issuer Symbol	Name and	I Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			KULIC INC [K		OFFA INDUSTRIES	(Check all applicable)				
(Last) (First) (Middle)				Earliest T	ransaction	DirectorX Officer (give		Owner er (specify		
1005 VIRGINIA DRIVE				(Month/D	•		below) Senior Vice President			
				02/01/2	011					
(Street)				4. If Ame	ndment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
				Filed(Mor	nth/Day/Year	r)	Applicable Line)			
							X Form filed by One Reporting Person			
	FORT WAS	HINGTON, PA	19034				Form filed by More than One Reporting Person			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O										
	1.Title of	2. Transaction Date	2A. Deen	ned	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	Execution	n Date, if	Transaction(A) or Disposed of (D)		Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	Form: Direct	Beneficial	
			(Month/D	Day/Year)	(Instr. 8)		Owned	(D) or	Ownership	
							Following	Indirect (I)	(Instr. 4)	

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 n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/01/2011		M	9,000	A	\$ 7.14	41,286	D	
Common Stock	02/01/2011		S	9,000 (1)	D	\$ 10.14	32,286	D	
Common Stock	02/01/2011		M	1,811	A	\$ 8.5	34,097	D	
Common Stock	02/01/2011		S	1,811 (1)	D	\$ 10.5	32,286	D	
Common Stock							1,151	I	By Kulicke

and Soffa

Incentive Savings Plan

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	any Code Securities (Month/Day/Year) (Instr. 8) Acquired ive (A) or		perivative urities uired or posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy-Option Plan	\$ 7.14	02/01/2011		M		9,000	(2)	10/30/2014	Common Stock	9,000
Option to Buy-Option Plan	\$ 8.5	02/01/2011		M		1,811	<u>(3)</u>	10/04/2016	Common Stock	1,811

Relationships

Reporting Owners

Reporting Owner Name / Address								
•	Director	10% Owner	Officer	Other				
Torton Shay 1005 VIRGINIA DRIVE FORT WASHINGTON, PA 19034			Senior Vice President					
Signatures								
/s/ Susan L. Waters, Attorney-in-Fact for S Torton		у	02/03/2011					
**Signature of Reporting Person			Date					

Reporting Owners 2

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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 shares covered by this Form 4 were sold pursuant to a Rule 10b5-1(c) sales plan dated May 24, 2010.
- (2) Grant had a graded vesting schedule. All options vested 5 years after grant.
- (3) Grant had a graded vesting schedule. All options vested 3 years after grant.

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.