

MOSHAYEDI MEHRDAD
Form 4
August 13, 2009

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 *
MOSHAYEDI MEHRDAD

(Last) (First) (Middle)
3001 DAIMLER STREET
(Street)

SANTA ANA, CA 92705-5812

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEC, INC. [STEC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2009

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)
President, COO, CTO, Secretary

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	(D)	Price
Common Stock	08/11/2009		S ⁽¹⁾		1,070,496	D	\$ 29.76
					0		0
						I	By Trust (2)
Common Stock	08/11/2009		S ⁽¹⁾		70,464	D	\$ 29.76
					0		0
						I	By Children (3)
Common Stock	08/11/2009		S ⁽¹⁾		3,359,040	D	\$ 29.76
					3,379,885		3,379,885
						I	By Trust (4) (5)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 3.08					<u>(6)</u>	05/21/2013	Common Stock	87,665
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 3.84					<u>(6)</u>	02/23/2015	Common Stock	250,000
Incentive Stock Option (Right to Buy Common Stock) ⁽⁷⁾	\$ 11.76					<u>(8)</u>	05/06/2013	Common Stock	37,416
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 10.69					<u>(8)</u>	08/06/2018	Common Stock	12,584
Non-Qualified Stock Option (Right to Buy Common Stock)	\$ 14.09					<u>(9)</u>	05/13/2019	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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	Director	10% Owner	Officer	Other
MOSHAYEDI MEHRDAD 3001 DAIMLER STREET SANTA ANA, CA 92705-5812	X	X	President, COO, CTO, Secretary	
M&S MOSHAYEDI REVOCABLE TRUST DTD 9-28-98 3001 DAIMLER STREET SANTA ANA, CA 92705-5812			X	
MOSHAYEDI SEMIFA 3001 DAIMLER STREET SANTA ANA, CA 92705-5812			X	

Signatures

/s/ Mark Moshayedi 08/13/2009

 **Signature of Reporting Person Date

/s/ Mark Moshayedi,
co-trustee 08/13/2009

 **Signature of Reporting Person Date

/s/ Semira Moshamedi,
co-trustee 08/13/2009

 **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).

On August 11, 2009, pursuant to an underwriting agreement dated August 5, 2009, among STEC, Inc. (the "Company"), the selling shareholders named therein (Manouch Moshayedi and Mark Moshayedi, both officers and directors of the Company) (the "Selling Shareholders"), and J.P. Morgan Securities Inc. and Deutsche Bank Securities Inc., as representatives of the several underwriters named therein (the "Underwriters"), the Selling Shareholders sold 9,000,000 of their outstanding shares of the Company's common stock to the Underwriters at a per share price of \$29.76 (for aggregate proceeds, before expenses, of \$267,840,000).

(1) These shares were owned directly by the D. and N. Moshayedi Investment Trust, dated 9/25/93, and Mark Moshayedi is an indirect beneficiary of this trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(2) The shares were owned by the reporting person's children. Mark Moshayedi disclaims beneficial ownership of these securities held by his children except to the extent of his pecuniary interest therein.

(3) These shares are owned directly by the M. and S. Moshayedi Revocable Trust, dated 9/25/98, and indirectly by Mark Moshayedi and Semira Moshayedi as co-trustees of this trust. Each of the co-trustees disclaims beneficial ownership of these securities except to the extent of his or her pecuniary interest therein.

(4) Due to the sale described in footnote (1) above and corresponding footnote (4) above, the M. and S. Moshayedi Revocable Trust, dated 9/28/98 (of which Semira Moshayedi is co-trustee) is no longer a 10% beneficial owner of the Company's common stock, and thereby is no longer subject to Section 16. The checked box in the top left corner of this Form 4 relates solely to the M. and S. Moshayedi Revocable Trust, dated 9/25/98 and Semira Moshayedi. Mark Moshayedi remains subject to Section 16.

(5) These options are fully vested and immediately exercisable.

(6) Under the Company's 2000 Stock Incentive Plan and IRS rules, incentive stock options granted to a holder of 10% or more of the Company's common stock must have an exercise price per share not less than 110% of the fair market value per share of the common stock on the grant date and a term of not more than 5 years.

(7) This option shall vest and become exercisable in four equal annual installments commencing on May 7, 2009.

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(9) This option shall vest and become exercisable in four equal annual installments commencing on May 14, 2010.

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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