

Intermec, Inc.
Form 4
September 17, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
McDonnell James

(Last) (First) (Middle)

C/O INTERMEC, INC., 6001 36TH AVE. WEST

(Street)

EVERETT, WA 98203-1264

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Intermec, Inc. [IN]

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2013

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)
SVP Global Sales and Marketing

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 09/17/2013 | | A ⁽¹⁾ | 21,781 A \$ 0 | 76,926 | D | |
| Common Stock | 09/17/2013 | | D ⁽²⁾ | 76,926 D \$ 10 0 | | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (right to buy) | \$ 5.65 | 09/17/2013 | | A ⁽³⁾ | 40,447 | ⁽³⁾ 05/21/2019 | Common Stock | 40,447 |
| Stock Option (right to buy) | \$ 5.65 | 09/17/2013 | | D ⁽⁴⁾ | 40,447 | ⁽³⁾ 05/21/2019 | Common Stock | 40,447 |
| Restricted Stock Units | ⁽⁵⁾ | 09/17/2013 | | D ⁽⁵⁾ | 6,347 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 6,347 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McDonnell James C/O INTERMEC, INC. 6001 36TH AVE. WEST EVERETT, WA 98203-1264 | | | SVP Global Sales and Marketing | |

Signatures

/s/ Nancy Gallup,
attorney-in-fact

09/17/2013

**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).
 - (1) Represents shares payable under performance share units ("PSUs") in connection with the agreement and plan of merger ("Merger Agreement"), dated as of December 9, 2012, by and among the issuer, Honeywell International Inc. ("Honeywell") and Hawkeye Merger Sub Corp., a wholly owned subsidiary of Honeywell.
 - (2) Disposed of pursuant to the Merger Agreement, pursuant to which the outstanding shares of the issuer's common stock were converted into the right to receive \$10.00 per share in cash, without interest. Amount includes 19,891 restricted stock units ("RSUs") whose acquisition was previously reported in Table I that became fully vested immediately prior to the effective time of the merger and 21,781 shares deemed payable under PSUs immediately prior to the effective time of the merger.

Edgar Filing: Intermecc, Inc. - Form 4

- (3) Represents a performance-based option granted on May 21, 2012 that vests on each of the first three anniversaries of the grant date based on satisfaction of certain performance criteria during each of 2012, 2013 and 2014 (and if achievement of the performance criteria is not satisfied in a given year, vesting opportunity is carried forward to the next year until December 31, 2015).

- (4) Pursuant to the Merger Agreement, the option became fully vested and exercisable immediately prior to the effective time of the merger, and, as of the effective time, was cancelled in exchange for the merger consideration of \$10.00 per share less the per share exercise price. Options held by the reporting person with exercise prices greater than \$10.00 per share were cancelled without the payment of any consideration therefor. The disposition of such options is not reported.

- (5) Each RSU represents a contingent right to receive one share of issuer common stock. The RSUs, which were granted on May 24, 2011, vest on May 24, 2014. In connection with the merger, the RSUs became fully vested, and applicable forfeiture restrictions lapsed, immediately prior to the effective time of the merger, and, as of the effective time of the merger, each RSU was cancelled in exchange for the \$10.00 per share merger consideration. Includes only RSUs whose acquisition was originally reported in Table II.

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.