

SOUTHWORTH RICHARD A  
 Form 4  
 June 06, 2011

**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 \*  
 SOUTHWORTH RICHARD A

2. Issuer Name and Ticker or Trading Symbol  
 SPECTRUM CONTROL INC  
 [SPEC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 8031 AVONIA ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/01/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President

FAIRVIEW, PA 16415  
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 06/01/2011                           |  | D                              |   | 1,425   | D  | \$ 20 0                           |
| Common Stock                    | 06/01/2011                           |  | D                              |   | 153,212   | D  | \$ 20 0                           |

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

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SEC 1474  
 (9-02)

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options                                    | \$ 9.3   | 06/01/2011                           |  | D                              | 20,000  | <u>(1)</u> 12/03/2012                                    | Common Stock  | 20,000                     |
| Options                                    | \$ 5.75  | 06/01/2011                           |  | D                              | 40,000  | <u>(1)</u> 01/07/2014                                    | Common Stock  | 40,000                     |
| Incentive Stock Options                    | \$ 12.72   | 06/01/2011                           |  | D                              | 23,000  | <u>(1)</u> 06/01/2015                                    | Common Stock  | 23,000                     |
| Non-Qualified Stock Options                | \$ 12.72   | 06/01/2011                           |  | D                              | 17,000  | <u>(1)</u> 06/01/2015                                    | Common Stock  | 17,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |           |       |
|--|---------------|-----------|-----------|-------|
|  | Director      | 10% Owner | Officer   | Other |
| SOUTHWORTH RICHARD A<br>8031 AVONIA ROAD<br>FAIRVIEW, PA 16415 | X             |           | President |       |

## Signatures

John P. Leemhuis, Jr. Attorney in fact for Richard A. Southworth

06/06/2011

\*\*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).

These options, which include options that are currently exercisable and options not yet exercisable, were cancelled in the merger

(1) between the issuer and API Technologies, Corp. in exchange for a cash payment equal to the difference between the per share exercise price of the option and \$20.00 per share.

(2) These shares are held jointly with the reporting persons spouse.

### Remarks:

All options are granted under the Spectrum Control, Inc. Employee Stock Option Plan which is a Rule 16b-3 Plan.

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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