

SAFEGUARD SCIENTIFICS INC  
 Form 4  
 November 28, 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 \*  
**ROBERTS JOHN JOSEPH**

2. Issuer Name and Ticker or Trading Symbol  
**SAFEGUARD SCIENTIFICS INC [SFE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/26/2012

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

435 DEVON PARK DRIVE,  
 BUILDING 800

(Street)

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

WAYNE, PA 19087-1945

(City) (State) (Zip)

**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 (D) or Price (A)		
Common Stock	11/26/2012		M		2,500 A \$ 12.75	7,421	D
Common Stock	11/26/2012		F		2,297 D \$ 13.88	5,124	D
Common Stock	11/26/2012		M		4,166 A \$ 11.46	9,290	D
Common Stock	11/26/2012		F		3,439 D \$ 13.88	5,851	D
Common Stock	11/26/2012		M		4,166 A \$ 7.14	10,017	D

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Common Stock	11/26/2012	F	2,144	D	\$ 13.88	7,873	D
Common Stock	11/26/2012	M	4,166	A	\$ 10.9403	12,039	D
Common Stock	11/26/2012	F	3,283	D	\$ 13.88	8,756	D
Common Stock	11/26/2012	M	5,000	A	\$ 12.2938	13,756	D
Common Stock	11/26/2012	F	4,429	D	\$ 13.88	9,327	D

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 12.75	11/26/2012		M	2,500	12/15/2005 12/15/2012	Common Stock	2,500
Stock Option (right to buy)	\$ 11.46	11/26/2012		M	4,166	12/16/2006 12/16/2013	Common Stock	4,166
Stock Option (right to buy)	\$ 7.14	11/26/2012		M	4,166	07/23/2009 07/23/2016	Common Stock	4,166
Stock Option (right to buy)	\$ 10.9403	11/26/2012		M	4,166	08/31/2010 08/31/2017	Common Stock	4,166
Stock Option (right to buy)	\$ 12.2938	11/26/2012		M	5,000	05/13/2011 05/13/2018	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS JOHN JOSEPH 435 DEVON PARK DRIVE, BUILDING 800 WAYNE, PA 19087-1945	X			

## Signatures

By: DEIRDRE BLACKBURN Agent For: John J. Roberts  
11/28/2012

\_\_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).

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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