Nichols Michael L Form 4 January 08, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

2005 Estimated average

Expires:

burden hours per response... 0.5

10% Owner

\_ Other (specify

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(C:+-)

1. Name and Address of Reporting Person \* Nichols Michael L

(First)

2. Issuer Name and Ticker or Trading Symbol

KEY TECHNOLOGY INC [KTEC]

5. Relationship of Reporting Person(s) to

Issuer

Director

C/O KEY TECHNOLOGY,

INC., 150 AVERY STREET

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/01/2012

(Check all applicable)

\_X\_\_ Officer (give title below)

Vice President of R & D

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

WALLA WALLA, WA 99362

(Ctata)

(City)	(State) (A	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securition(A) or Dis		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/01/2012		A	6,181 (1)	A	\$0	35,183	D	
Common Stock	10/01/2012		A	12,550 (2)	A	\$0	48,459 (3)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Nichols Michael L - Form 4

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative Securities				Securit	ies	(Instr. 5)	Bene
	Derivative							(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable Date	Date		Number		
				C + V	(A) (D)		of				
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Nichols Michael L C/O KEY TECHNOLOGY, INC. 150 AVERY STREET WALLA WALLA, WA 99362

Vice President of R & D

### **Signatures**

/s/ Michael L.

**Nichols** 01/08/2013

\*\*Signature of Date Reporting Person

# **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).
- Represents restricted stock award, the restrictions on which shall lapse as to 2,061 shares on September 30, 2013, 2,060 shares on September 30, 2014, and 2,060 shares on September 30, 2015.
- Represents restricted stock award, the restrictions on which shall lapse on September 30, 2015 based on the achievement of certain **(2)** performance criteria measured over a three year period ended Sepember 30, 2015 and continued employment.
- Includes 131 shares purchased on December 31, 2011, 109 shares purchased on March 31, 2012, 171 shares purchased on June 30, 2012, 151 shares purchased on September 30, 2012 and 164 shares purchased on December 31, 2012 under the Key Technology, Inc. Employee Stock Purchase Plan.

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.

Reporting Owners 2