

WALL ROBERT T
Form 4
June 26, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALL ROBERT T

2. Issuer Name **and** Ticker or Trading
Symbol
COMPLETE GENOMICS INC
[GNOM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 4997
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2012

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

GREENWOOD
VILLAGE, CO 80155-4997

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	06/22/2012	A		4,000		<u>(2)</u>	<u>(2)</u>	Common stock	4,000
Non-Qualified Stock Option (right to buy)	\$ 1.91	06/22/2012	A		8,000		<u>(3)</u>	06/21/2022	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALL ROBERT T P.O. BOX 4997 GREENWOOD VILLAGE, CO 80155-4997	X			

Signatures

/s/ Maureen Monahan, Attorney in Fact for Mr. Wall

06/26/2012

**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).

- (1) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

- (2) The restricted stock units vest in three successive and equal annual installments measured from June 22, 2012, subject to the reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates. Such restricted stock units include a change of control provision such that all unvested awards will immediately vest and become exercisable in connection with a change of control of Issuer.

- (3) The shares subject to the option will vest in 36 successive and equal monthly installments measured from June 22, 2012, such that 100% of the shares subject to the option will be fully vested on the third anniversary of June 22, 2012, subject to the Reporting Person's continued employment or service relationship with the Issuer on each of the vesting dates. Such option includes a change of control provision such that all unvested shares will immediately vest and become exercisable in connection with a change of control of Issuer.

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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