

Sisko Brian J
 Form 4
 October 04, 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 *
 Sisko Brian J

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior V.P. & General Counsel

(Last) (First) (Middle)
 435 DEVON PARK DRIVE,
 BUILDING 800
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/02/2012

WAYNE, PA 19087-1945

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/02/2012		A	1,836 A \$ 0	46,983	D	

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

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

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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 (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 Securities (Instr. 3 and 4)
Stock Option (right to buy)	\$ 7.41	10/02/2012		A	749 <u>(1)</u>	10/02/2012 ⁽¹⁾ 09/30/2016	Common Stock 749
Stock Option (right to buy)	\$ 15.435	10/02/2012		A	3,672	⁽²⁾ 10/02/2020	Common Stock 3,672

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sisko Brian J
435 DEVON PARK DRIVE, BUILDING 800
WAYNE, PA 19087-1945

Senior V.P. & General Counsel

Signatures

Brian J. Sisko 10/04/2012

__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).

On September 30, 2008, the reporting person was granted an option to purchase 16,416 shares of common stock, the vesting of which is

(1) subject to the satisfaction of certain corporate performance criteria. In accordance with the previously established criteria, a portion of such options vested as reported in Table II.

(2) Option vests 25% on the first anniversary of the grant date and in 36 equal monthly installments on the same date of each calendar month thereafter.

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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