

MOSHAYEDI MEHRDAD
Form 4
November 21, 2012

FORM 4

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

OMB APPROVAL

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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 *
MOSHAYEDI MEHRDAD

(Last) (First) (Middle)

C/O STEC, INC., 3001 DAIMLER STREET

(Street)

SANTA ANA, CA 92705-5812

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEC, INC. [STEC]

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

PRESIDENT and CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (Gifted) | 09/04/2012 | | G ⁽¹⁾ | V | 1,126,760 | D | \$ 0 |
| | | | | | | | 3,163,290 |
| Common Stock | 11/19/2012 | | P | | 50,008 | A | 4.07 |
| | | | | | | | 3,213,298 |
| Common Stock | 11/20/2012 | | P | | 54,828 | A | 4.41 |
| | | | | | | | 3,268,126 |
| Common Stock | 11/21/2012 | | P | | 32,828 | A | 4.5 |
| | | | | | | | 3,300,954 |

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MOSHAYEDI MEHRDAD C/O STEC, INC. 3001 DAIMLER STREET SANTA ANA, CA 92705-5812 | X | | PRESIDENT and CEO | |

Signatures

/s/ Mehrdad (Mark) Moshayedi /rms under power of attorney 11/21/2012

__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) On September 4, 2012, the reporting person made a bona fide gift to an irrevocable trust for the benefit of his descendants. The reporting person does not serve as a trustee of, or have voting or investment control over the securities held by, such trust. The reporting person transferred these shares as a gift in an exempt transaction pursuant to Rule 16b-5 of the Exchange Act. The reporting person disclaims beneficial ownership of the shares held by the trust. The reporting person would be obligated to disclose this gift on a Form 5 filing on or before February 14, 2013, but the reporting person's share acquisitions beginning on November 19, 2012 has now accelerated the disclosure of the gift.
- (2) The shares were acquired on November 19, 2012 in the open market. This transaction was executed in multiple trades at prices ranging from \$3.96 to \$4.14. The price reported above reflects the weighted average sale price of these trades. The reporting person hereby

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undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer, full information regarding the shares purchased at each separate price.

- (3) The shares were acquired on November 20, 2012 in the open market. This transaction was executed in multiple trades at prices ranging from \$4.07 to \$4.50. The price reported above reflects the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the shares purchased at each separate price.

- (4) The shares were acquired on November 21, 2012 in the open market. This transaction was executed in multiple trades at prices ranging from \$4.48 to \$4.50. The price reported above reflects the weighted average sale price of these trades. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer, or a security holder of the issuer full information regarding the shares purchased at each separate price.

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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