

INTERMOLECULAR INC

Reported by
NEELY RICK

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/01/17 for the Period Ending 02/28/17

Address	3011 NORTH FIRST STREET SAN JOSE, CA 95134
Telephone	(408) 582-5700
CIK	0001311241
Symbol	IMI
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Neely Rick (Last) (First) (Middle) C/O INTERMOLECULAR, INC., 3011 NORTH FIRST STREET (Street) SAN JOSE, CA 95134 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol INTERMOLECULAR INC [IMI] 3. Date of Earliest Transaction (MM/DD/YYYY) 2/28/2017 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ <input checked="" type="checkbox"/> ___ Officer (give title below) ___ Other (specify below) SVP & Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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, \$0.001 par value	2/28/2017	2/28/2017 (1)	S (2)		1145	D	\$1.0205	83601	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (This sale was conducted as described in Footnote 2. The shares were sold by the executing broker, and the Reporting Person was informed by the broker of
- the total number of shares sold for his account on February 28, 2017. Accordingly, pursuant to Rule 16a-3(g)(2), the deemed execution date was February 28, 2017.
 - This sale was made as part of a "sell to cover taxes" arrangement in connection with the February 26, 2017 vesting of certain shares of restricted stock that the Reporting Person acquired pursuant to a restricted stock grant dated February 26, 2014. The sale was made pursuant to 10b5-1 plan entered into by the Reporting Person. No shares were withheld by or surrendered to the issuer.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Neely Rick C/O INTERMOLECULAR, INC. 3011 NORTH FIRST STREET SAN JOSE, CA 95134			SVP & Chief Financial Officer	

Signatures

/s/ Rick Neely

3/1/2017

**Signature of Reporting Person

Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.