

ULTRATECH INC

Reported by
GHOSH DAVE

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/16/17 for the Period Ending 05/11/17

Address	3050 ZANKER RD SAN JOSE, CA 95134
Telephone	4083218835
CIK	0000909791
Symbol	UTEK
SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Semiconductor Equipment & Testing
Sector	Technology
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Ghosh Dave			ULTRATECH INC [UTEK]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President, Global		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
3050 ZANKER ROAD			5/11/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
SAN JOSE, CA 95134						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	5/11/2017		M		2999	A	\$17.3	74671 (1)	D	
Common Stock	5/11/2017		S		2999	D	\$30.5656 (2)	71672 (1)	D	
Common Stock	5/11/2017		M		1	A	\$17.3	71673 (1)	D	
Common Stock	5/11/2017		S		1	D	\$30.5656 (2)	71672 (1)	D	
Common Stock	5/11/2017		M		3000	A	\$24.1	74672 (1)	D	
Common Stock	5/11/2017		S		3000	D	\$30.5656 (2)	71672 (1)	D	
Common Stock	5/11/2017		M		3000	A	\$26.75	74672 (1)	D	
Common Stock	5/11/2017		S		3000	D	\$30.5656 (2)	71672 (1)	D	
Common Stock	5/11/2017		M		3000	A	\$25.31	74672 (1)	D	
Common Stock	5/11/2017		S		3000	D	\$30.5656 (2)	71672 (1)	D	
Common Stock	5/11/2017		M		7680	A	\$28.92	79352 (1)	D	
Common Stock	5/11/2017		S		7680	D	\$30.5656 (2)	71672 (1)	D	
Common Stock	5/11/2017		M		6700	A	\$30.12	78372 (1)	D	
Common Stock	5/11/2017		S		6700	D	\$30.65 (2)	71672 (1)	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				
Incentive Stock Option (right to buy)	\$17.3	5/11/2017		M		1		12/31/2014 (3)	10/26/2024	Common Stock	1	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$17.3	5/11/2017		M		2999		12/31/2014 (3)	10/26/2024	Common Stock	2999	\$0.0	750	D	
Non-Qualified Stock Option (right to buy)	\$24.1	5/11/2017		M		3000		12/31/2014 (3)	7/20/2024	Common Stock	3000	\$0.0	750	D	
Non-Qualified Stock Option (right to buy)	\$25.31	5/11/2017		M		3000		12/31/2014 (3)	2/2/2024	Common Stock	3000	\$0.0	750	D	
Non-Qualified Stock Option (right to buy)	\$26.75	5/11/2017		M		3000		12/31/2014 (3)	4/27/2024	Common Stock	3000	\$0.0	750	D	
Non-Qualified Stock Option (right to buy)	\$28.92	5/11/2017		M		7680		12/31/2012 (4)	10/21/2022	Common Stock	7680	\$0.0	5120	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				
Non-Qualified Stock Option (right to buy)	\$30.12	5/11/2017		M			6700	12/31/2012 (4)	7/22/2022	Common Stock	6700	\$0.0	5120	D	

Explanation of Responses:

- (1) Includes 49,520 shares subject to outstanding and unvested restricted stock units that are payable, upon vesting, in Issuer common stock
- (2) Represents the weighted average sale price per share. The actual sale prices ranged from a low of \$30.55 per share to a high of \$30.65 per share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or any security holder of the Issuer full information regarding the number of shares sold at each separate price.
- (3) The option becomes exercisable in a series of successive installments over Reporting Person's continued period of service as follows: 24% of the option shares become exercisable upon completion of 12 months of service measured from date of grant, and the balance of the option shares become exercisable in a series of 38 equal monthly installments over the Reporting Person's continued period of service following the initial vesting date. The first vesting dates are indicated above.
- (4) The option will become exercisable with respect to twelve percent (12%) of the option shares upon the Reporting Person's completion of one (1) year of service with the Issuer after the grant date and the balance of the option shares in eighty-eight (88) successive equal monthly installments upon the Reporting Person's completion of each month of service with the Issuer over the eighty-eight (88) month period measured from the first anniversary of the grant date. The first vesting dates are indicated above.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ghosh Dave 3050 ZANKER ROAD SAN JOSE, CA 95134			Senior Vice President, Global	

Signatures

Dave Ghosh

5/15/2017

—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.