

ULTRATECH INC
Reported by
ZAFIROPOULO ARTHUR W

FORM 4
(Statement of Changes in Beneficial Ownership)

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

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
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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 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)	
ZAFIROPOULO ARTHUR W		ULTRATECH INC [UTEK]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board and CEO	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
3050 ZANKER ROAD		2/17/2017			
(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	2/17/2017		S		88000	D	\$28.77 (1)	785709 (2)	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				

Explanation of Responses:

- (Represents the weighted average sale price per share. The actual sale prices ranged from a low of \$28.74 per share to a high of \$28.88 per share. The
- 1) 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.
- (Includes (i) 2,000 shares, (ii) 13,000 shares and (iii) 90,000, each subject to RSUs granted in 2013, 2014, and 2017 respectively. The RSUs granted in 2013
- 2) and 2014 vest in equal increments upon completion of each month of service over 50 months from the grant date. The underlying shares will be issued on January 31 following the year they vest (or in March 2017 or 2018, respectively, for the 2 monthly installments that vest in the final year). The RSUs granted in 2017 will vest and become payable 50 months after the date of grant. In each case, vesting and payment is subject to acceleration in certain circumstances.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZAFIROPOULO ARTHUR W 3050 ZANKER ROAD SAN JOSE, CA 95134	X		Chairman of the Board and CEO	

Signatures

By: Bruce R. Wright, Attorney-in-Fact For: Art Zafiropoulo

3/2/2017

---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

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