

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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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* <b>KELLEHER BARRY</b> _____ (Last) (First) (Middle) <b>25 FRONTAGE ROAD</b> _____ (Street) <b>ANDOVER MA 01810</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>VICOR CORP [ vicr ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President Brick Business Unit</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>06/17/2013</b>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			

**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 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: 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	\$11.8	06/17/2013		D			20,000	(1)	03/12/2020	Common Stock	20,000	(8)	140,695	D	
Non Qualified Stock Options	\$11.7	06/17/2013		D			4,274	(2)	06/24/2013	Common Stock	4,274	(8)	136,421	D	
Non Qualified stock Option	\$15.64	06/17/2013		D			3,197	(3)	06/23/2014	Common Stock	3,197	(8)	133,224	D	
Non Qualified Stock option	\$6.08	06/17/2013		D			8,224	(4)	06/21/2015	Common Stock	8,224	(8)	125,000	D	
Non Qualified Stock Option	\$13.73	06/17/2013		D			100,000	(5)	08/27/2020	Common Stock	100,000	(7)	25,000	D	
Non Qualified Stock Option	\$6.29	06/17/2013		A			20,000	(6)	06/17/2023	Common Stock	20,000	(8)	45,000	D	
Non Qualified Stock option	\$6.29	06/17/2013		A			4,274	(6)	06/17/2023	Common Stock	4,274	(8)	49,274	D	
Non Qualified Stock Option	\$6.29	06/17/2013		A			3,197	(6)	06/17/2023	Common Stock	3,197	(8)	52,471	D	
Non Qualified Stock Option	\$6.29	06/17/2013		A			8,224	(6)	06/17/2023	Common Stock	8,224	(8)	60,695	D	
Non Qualified Stock Option	\$6.29	06/17/2013		A			20,000	(9)	06/27/2023	Common Stock	20,000	(7)	80,695	D	
Non Qualified Stock Option	\$7.34	06/17/2013		A			20,000	(9)	06/17/2023	Common Stock	20,000	(7)	100,695	D	
Non Qualified Stock Option	\$8.38	06/17/2013		A			20,000	(9)	06/17/2023	Common Stock	20,000	(7)	120,695	D	

**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 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: 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	\$9.43	06/17/2013		A		20,000		(9)	06/17/2023	Common Stock	20,000	(7)	140,695	D	
Non Qualified Stock option	\$10.48	06/17/2013		A		20,000		(9)	06/17/2023	Common Stock	20,000	(7)	160,695	D	

**Explanation of Responses:**

- Granted 3/1/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a five year period.
- Granted 6/24/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- Granted 6/23/2011 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- Granted 6/21/2012 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest over a two year period.
- Granted 8/27/2010 under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vest when certain defined performance milestones for the Company's Brick Business Unit are achieved.
- The replacement options vest over a five year period in equal installments.
- On 6/17/2013, the issuer canceled, pursuant to the issuer's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options, having exercise prices ranging from \$6.29 to \$10.48 per share.
- On 6/17/2013, the issuer canceled, pursuant to the issuer's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options, having an exercise price of \$6.29 per share
- The replacement options for the Brick Business Unit performance options are broken into 5 price increments pursuant to the offer to exchange. The 1st 5th vests on the 1st anniversary date, the 2nd 5th on the 2nd anniversary date, the 3rd 5th on the 3rd anniversary date, the 4th 5th on the fourth anniversary date, and the last 5th on the 5th anniversary date from the new options issue.

/s/Kemble D. Morrison Attorney 06/19/2013  
in Fact for Barry Kelleher

\*\* 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.

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