

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>KELLEHER BARRY</u>  (Last) (First) (Middle) <u>25 FRONTAGE ROAD</u>  (Street) <u>ANDOVER MA 01810</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VICOR CORP [ vicr ]</u>	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) <u>President, Brick Business Unit</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/21/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/25/2013</u>	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					
Non Qualified Stock Option	\$5.67	06/21/2013		A		1,764 <sup>(1)</sup>		06/21/2014	06/21/2023	Common Stock	\$0	100,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- The reporting person is filing this amendment to report the correct amount of options acquired on June 21, 2013. In a Form 4/A filed on October 20, 2014, the reporting person amended the original Form 4 of June 25, 2013, which reflected the acquisition of options to purchase 8,819 shares pursuant to the Company's Amended and Restated 2000 Stock Option and Incentive Plan (the "Plan"), indicating that none of the options were validly granted. However, the Company subsequently determined options to purchase 1,764 shares were validly granted on June 21, 2013.
- On the Form 4/A filed on October 20, 2014, the amended number of derivative Securities Beneficially Owned of 100,000 (Table II, Box 9) is correct and is not the subject of this amendment. As previously disclosed, the Company determined, subsequent to the filing by the reporting person of the Form 4 of June 25, 2013, that options to purchase 69,514 shares, in aggregate and including the 7,055 shares that are the subject of this amendment, were not validly granted during 2013, pursuant to the Plan, because the grants exceeded the limit on the number of options that may be granted to any individual participant within any calendar year. Accordingly, the attempted grant of these excess options was ineffective, and they were never granted to the reporting person.

/s/Kemble D. Morrison,  
Attorney in fact for Barry                      10/24/2014  
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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