SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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)
RIDDIFORD DAVID T	**VICOR CORP** [**VICR**]	X Director ◻ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	◻ Officer (give title below) ◻ Other (specify below)
25 FRONTAGE ROAD	05/04/2006	
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
ANDOVER MA 01810		X Form filed by One Reporting Person
(City) (State) (Zip)		◻ 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			
Common Stock	05/04/2006		M		2,000	A	$18	91,200	D	
Common Stock	05/04/2006		M		1,247	A	$16.04	92,447	D	
Common Stock	05/04/2006		M		2,619	A	$7.15	95,066	D	
Common Stock	05/04/2006		M		3,906	A	$9.59	98,972	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	$18	05/04/2006		M			2,000	(1)	06/27/2006	Common Stock	2,000	$0	0	D	
Non Qualified Stock Option	$16.04	05/04/2006		M			1,247	(2)	(3)	Common Stock	1,247	$0	1,246	D	
Non Qualified Stock Option	$7.15	05/04/2006		M			2,619	(4)	(3)	Common Stock	2,619	$0	5,238	D	
Non Qualified Stock Option	$9.59	05/04/2006		M			3,906	(4)	(3)	Common Stock	3,906	$0	5,858	D	

Explanation of Responses:

1. Granted under the Company's 1993 Stock Option Plan and vests over a five year period.
2. Granted under the Company's 1993 Stock Option Plan and vests over a four year period.
3. Each portion of the option expires 30 months after it becomes exercisable.
4. Granted under the Company's Amended and Restated 2000 Stock Option and Incentive Plan and vests over a four year period.

/s/Mark A. Glazer, Attorney in Fact for David T. Riddiford   05/05/2006

** Signature of Reporting Person   Date