

**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

OMB APPROVAL	
OMB Number:	3235-0287
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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>SVP-Global Ops &amp; GM Brick Unit</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/05/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	05/05/2006		M		1,953	A	\$9.59	2,503	D	
Common Stock	05/05/2006		M		1,310	A	\$7.15	3,813	D	
Common Stock	05/05/2006		M		623	A	\$16.04	4,436	D	
Common Stock	05/05/2006		M		199	A	\$6.18	4,635	D	
Common Stock	05/05/2006		S		1,415	D	\$21.2014	3,220	D	
Common Stock	05/05/2006		S		2,670	D	\$21.1	550	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
Non Qualified Stock Option	\$9.59	05/05/2006		M		1,953		(1)	(2)	Common Stock	1,953	\$0	2,929	D	
Non Qualified Stock Option	\$7.15	05/05/2006		M		1,310		(1)	(2)	Common Stock	1,310	\$0	2,618	D	
Non Qualified Stock Option	\$16.04	05/05/2006		M		623		(3)	(2)	Common Stock	623	\$0	623	D	
Non Qualified Stock Option	\$6.18	05/05/2006		M		199		(1)	(2)	Common Stock	199	\$0	398	D	

**Explanation of Responses:**

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

/s/Mark A. Glazer, Attorney in Fact for Barry Kelleher 05/09/2006

\*\* 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 Number.