Smith Christopher Form 4 May 23, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Smith Christopher

(First)

(Middle)

(Zip)

(Street)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

Symbol

INTEVAC INC [IVAC] 3. Date of Earliest Transaction

(Month/Day/Year) 05/19/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

(Check all applicable)

Executive Vice President of

10% Owner

Other (specify

Form filed by More than One Reporting Person

below)

Director

X_ Officer (give title

(City) (State)

1. Title of 2. Transaction Date 2A. Deemed Security

SANTA CLARA, CA 95054

3560 BASSETT STREET

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Ar 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Se Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)
Derivative or Disposed of Security (D)
(Instr. 3, 4,

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration

Expiration Title Date

Non-Qualified

Stock Option (right to buy)

\$ 11.33 05/19/2011

A 25,000

05/19/2012(1) 05/19/2018

Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Smith Christopher

3560 BASSETT STREET SANTA CLARA, CA 95054

Executive Vice President of

Signatures

By: Kevin Soulsby For: Christopher Smith

05/23/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The option will vest and become exercisable in four successive equal installments upon the optionee's completion of each year of service over the four-year period measured from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2