

Conroy William
Form 4
March 01, 2011

FORM 4

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

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

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Conroy William

2. Issuer Name **and** Ticker or Trading
Symbol
MICROFLUIDICS
INTERNATIONAL CORP
[MFLU.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

SVP - Ops and Engineering

30 OSSIPEE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

NEWTON, MA 02464

(City) (State) (Zip)

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 | (D) | Price |

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

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

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|---|----|
|---------------------------|---------------|---|----------------------------------|----------------|----------------------------|--|---|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | S (| |
|--------------------------------------|---|-------------------------|--------------------|--|------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 1.1 | 02/25/2011 | D | | 20,000 | | <u>(1)</u> | 03/28/2018 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 1.12 | 02/25/2011 | D | | 50,000 | | <u>(2)</u> | 06/17/2018 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 0.57 | 02/25/2011 | D | | 30,000 | | <u>(3)</u> | 01/08/2019 | Common Stock | 30,000 |
| Stock Option (Right to Buy) | \$ 0.55 | 02/25/2011 | D | | 50,000 | | <u>(4)</u> | 06/04/2019 | Common Stock | 50,000 |
| Stock Option (Right to Buy) | \$ 0.9 | 02/25/2011 | D | | 30,000 | | <u>(5)</u> | 01/04/2020 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Conroy William 30 OSSIPPEE ROAD NEWTON, MA 02464 | SVP - Ops and Engineering |

Signatures

/s/ Peter Byczko,
POA 03/01/2011

 **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) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of \$5,000, representing the difference between the exercise price of the option and the tender offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, IDEX Corporation and Nano Merger Sub, Inc.

(2) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of \$11,500, representing the difference between the exercise price of the option and the offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, IDEX Corporation and Nano Merger Sub, Inc.

(3) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of \$23,400, representing the difference between the exercise price of the option and the offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, IDEX Corporation and Nano Merger Sub, Inc.

(4) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of \$40,000, representing the difference between the exercise price of the option and the offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, IDEX Corporation and Nano Merger Sub, Inc.

(5) This option was cancelled in the tender offer period that expired on February 24, 2011 in exchange for a cash payment of \$13,500, representing the difference between the exercise price of the option and the offer price (1.35 per share) pursuant to the Agreement and Plan of Merger dated January 10, 2011 by and among Microfluidics International Corporation, IDEX Corporation and Nano Merger Sub, Inc.

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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