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ELECTRO SCIENTIFIC INDUSTRIES INC

Form 4 May 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nierenberg Investment Management Company, Inc.

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ELECTRO SCIENTIFIC INDUSTRIES INC [ESIO]

(Check all applicable)

(Last)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

_X__ Director Officer (give title X__ 10% Owner _ Other (specify

19605 NE 8TH STREET

(Month/Day/Year)

05/12/2011

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

below)

(Street)

Filed(Month/Day/Year)

CAMAS, WA 98607

(City)

| Table I - Non-Derivativ | e Securities Acquir | ed, Disposed of, | or Beneficially | Owned |
|-------------------------|---------------------|------------------|-----------------|-------|
|-------------------------|---------------------|------------------|-----------------|-------|

| | | | | | | | . , . | · 1 | • |
|--------------------------------------|---|---|--|---|----------------|-------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | 4. Securit nAcquired Disposed (Instr. 3, | (A) o of (D |) | 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) |
| Common | 05/12/2011 | | Code V | Amount | (D) | Price | · · · · · · | T | By The D3 |
| Stock | 05/12/2011 | | A | 890 (1) | А | \$0 | 573,129 (2) | I | Family Fund, LP |
| Common Stock | 05/12/2011 | | A | 3,580 (1) | A | \$ 0 | 2,509,526 (2) | I | By The D3 Family Bulldog Fund, LP |
| Common Stock | 05/12/2011 | | A | 430 (1) | A | \$ 0 | 313,995 (2) | I | By The D3 Family Canadian Fund, LP |

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| | | | By The |
|-----------------|--------------------|---|----------|
| Common | | | DIII |
| Common Stock | 432,734 <u>(2)</u> | I | Family |
| Stock | | | Offshore |
| | | | Fund, LP |

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

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 control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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. Transa Code (Instr. | 8) | 5. rNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) |
|---|---|--------------------------------------|---|---------------------------------|----|--|---------------------|--------------------|-------|--|--|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| | Relationships | | | | | |
|--|---------------|--------------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Nierenberg Investment Management Company, Inc. 19605 NE 8TH STREET CAMAS, WA 98607 | X | X | | | | |
| D3 Family Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | | | |
| D3 Family Bulldog Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | | | |
| D3 Family Canadian Fund, LP 19605 NE 8TH STREET CAMAS, WA 98607 | | X | | | | |

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Nierenberg David 19605 NE 8TH STREET CAMAS, WA 98607

$X \qquad X$

Signatures

| David Minauhana | |
|---|------------|
| David Nierenberg | 05/16/2011 |
| **Signature of Reporting Person | Date |
| David Nierenberg, President, Nierenberg Investment Management Company, Inc. (NIMCO) | 05/16/2011 |
| **Signature of Reporting Person | Date |
| David Nierenberg, President, NIMCO, General Partner of The D3 Family Fund, LP | 05/16/2011 |
| **Signature of Reporting Person | Date |
| David Nierenberg, President, NIMCO, General Partner of The D3 Family Bulldog Fund, | |
| LP | 05/16/2011 |
| **Signature of Reporting Person | Date |
| David Nierenberg, President, NIMCO, General Partner of The D3 Family Canadian | |
| Fund, LP | 05/16/2011 |
| **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) Mr. Nierenberg has been granted 4,900 restricted stock units which are immediately vested in connection with his service on the Board of Directors of the Issuer on May 12, 2011.
- (2) Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of the reporting person's pecuniary interest therein.

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.

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