

LEPOFSKY ROBERT
Form 4
January 04, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEPOFSKY ROBERT

2. Issuer Name and Ticker or Trading Symbol
HELIX TECHNOLOGY CORP
[HELX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2004

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

NINE HAMPSHIRE STREET

(Street)

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

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

MANSFIELD, MA 02048

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |

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

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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 Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|--------------------|---|---------|---------------------|--------------------|----------------|
| | | | | (A) | (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 8.595 | 12/31/2004 | D ⁽¹⁾ | | 20,000 | <u>(1)</u> | 04/16/2013 | Commo Stock |
| Non-Qualified Stock Option (right to buy) | \$ 8.595 | 12/31/2004 | A ⁽¹⁾ | 5,000 | | <u>(1)</u> | 04/16/2013 | Commo Stock |
| Non-Qualified Stock Option (right to buy) | \$ 19.245 | 12/31/2004 | D ⁽¹⁾ | | 28,000 | <u>(1)</u> | 04/28/2014 | Commo Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.8125 | 12/31/2004 | D ⁽¹⁾ | | 175,000 | <u>(1)</u> | 05/11/2007 | Commo Stock |
| Non-Qualified Stock Option (right to buy) | \$ 20.8125 | 12/31/2004 | A ⁽¹⁾ | 100,000 | | <u>(1)</u> | 05/11/2007 | Commo Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEPOFSKY ROBERT NINE HAMPSHIRE STREET MANSFIELD, MA 02048 | | | X | |

Signatures

By: Beverly L. Couturier, Attorney-in-Fact For: Robert J.
Lepofsky

01/04/2005

**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. Lepofsky's stock options that were vested as of December 31, 2004, were amended as of that date to extend the period in which those options can be exercised from one month to one year following his retirement as President and Chief Executive Officer on December 31, 2004. Options held by Mr. Lepofsky that were not vested as of December 31, 2004, were terminated, including options to purchase 75,000 shares at \$20.8125 per share; 15,000 shares at \$8.595 per share; and 28,000 shares at \$19.24 per share. For reporting purposes only, the extension is described herein as the deemed cancellation of all of Mr. Lepofsky's outstanding stock options as of December 31, 2004, and the re-grant of the portion of such options that were vested as of December 31, 2004.

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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