

WALKER ROBERT R  
Form 4  
January 31, 2013

**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 \*  
WALKER ROBERT R

2. Issuer Name and Ticker or Trading Symbol  
ELECTRO SCIENTIFIC INDUSTRIES INC [ESIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
13900 NW SCIENCE PARK DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2013

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

PORTLAND, OR 97229

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

(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Stock Option (right to buy)	\$ 24.02	01/30/2013	D <sup>(1)</sup>		30,000	<u>(1)</u>	10/29/2013	Common Stock	30,000
Stock Option (right to buy)	\$ 23.22	01/30/2013	A <sup>(1)</sup>	30,000		<u>(1)</u>	10/29/2013	Common Stock	30,000
Stock Option (right to buy)	\$ 25.75	01/30/2013	D <sup>(2)</sup>		10,000	<u>(2)</u>	07/30/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 24.95	01/30/2013	A <sup>(2)</sup>	10,000		<u>(2)</u>	07/30/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 19.42	01/30/2013	D <sup>(3)</sup>		10,000	<u>(3)</u>	07/21/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 18.62	01/30/2013	A <sup>(3)</sup>	10,000		<u>(3)</u>	07/21/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 19.92	01/30/2013	D <sup>(4)</sup>		5,000	<u>(4)</u>	05/25/2016	Common Stock	5,000
Stock Option (right to buy)	\$ 19.12	01/30/2013	A <sup>(4)</sup>	5,000		<u>(4)</u>	05/25/2016	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

WALKER ROBERT R  
13900 NW SCIENCE PARK DRIVE  
PORTLAND, OR 97229

## Signatures

By: Kerry L Mustoe for Robert R  
Walker

01/30/2013

\*\*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 two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on October 30, 2003 and provided for vesting in three equal installments commencing on October 30, 2004.

(2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 31, 2004 and provided for vesting in twelve equal installments commencing on August 31, 2004.

(3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 21, 2005 and provided for full vesting on May 26, 2006. There was a three-year sale restriction on the underlying shares which lapsed on July 20, 2008.

(4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on May 26, 2006 and provided for immediate vesting on May 26, 2006. There was a three-year sale restriction on the underlying shares which lapsed on May 25, 2009.

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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