

SPIRE Corp  
 Form 4  
 November 21, 2011

**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 \*  
**LITTLE ROGER G**

(Last) (First) (Middle)

**SPIRE CORPORATION, ONE PATRIOTS PARK**

(Street)

**BEDFORD, MA 01730-2396**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SPIRE Corp [SPIR]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/17/2011**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	11/17/2011		A		200,000	A	\$ 0.78
Common Stock, \$0.01 par value					2,138,205 <sup>(3)</sup>	D	

see footnotes (1) (2)

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

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SEC 1474 (9-02)

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**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE ROGER G SPIRE CORPORATION ONE PATRIOTS PARK BEDFORD, MA 01730-2396	X	X	Chairman & CEO	

## Signatures

Roger G. Little                      11/21/2011

\_\_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) Shares are to be held in the Spire Corporation Non-Qualified Deferred Compensation Plan Trust for Roger Little. On November 17, 2011, the Compensation Committee of the Board of Directors of the issuer amended the Non-Qualified Deferred Compensation Plan for Mr. Little (the "Plan") to permit Mr. Little to elect, subject to Compensation Committee approval, to receive the deferred portion of his compensation under the Plan in shares of the issuer's common stock in lieu of cash, with such shares to be awarded under the issuer's 2007 Stock Equity Plan (the "2007 Plan") and the number of shares to be based on the closing sale price per share of common stock on the date on which the Compensation Committee approves Mr. Little's election.

(2) On November 17, 2011, Mr. Little elected (and the Compensation Committee approved such election) to receive aggregate accumulated deferred compensation of \$500,000 for 2010 and 2011 in shares of common stock, which, based on the closing sale price of the issuer's common stock on such date (\$0.78), is equal to approximately 641,025 shares. Because of limitations on awards under the 2007 Plan, Mr. Little is entitled to have 200,000 of such shares credited to the Plan in 2011.

(3) Includes 2,109,305 shares of common stock in the Roger G. Little Family Trust of which Mr. Little is the primary beneficiary.

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