Rubicon Technology, Inc.

Form 4 June 10, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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).

(Last)

(City)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * CALDWELL DONALD R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Rubicon Technology, Inc. [RBCN]

(Check all applicable)

C/O RUBICON TECHNOLOGY

(Street)

(State)

06/06/2008

(First)

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

06/06/2008

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

6. Individual or Joint/Group Filing(Check

INC., 9931 FRANKLIN AVENUE

(Middle)

(Zip)

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

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

FRANKLIN PARK, IL 60131

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 7. Nature of 6. Ownership Securities Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4)

D

(Instr. 4)

(Month/Day/Year)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

7,341 (1)

Common Stock

Common

Stock

65,650

D

22,77

5,886,423 (2)

See footnote (2)

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

S

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerci | isable and | 7. Title | e and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-----------------------|------------|----------------------|------------|-------------|------------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date Amou | | nt of | Derivative | 1 | |
| Security | or Exercise | | any | Code | of | (Month/Day/Y | (ear) | Underl | lying | Security | 5 |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative | | e | | | ties | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | Acquired | | | | | | | 1 |
| | | | | | (A) or | | | | | | 1 |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A | | |
| | | | | | | | | | Amount | | |
| | | | | Date | Date | ate Expiration | T:41- | or Namel | | | |
| | | | | | (A) (D) | Exercisable | Date | | Number | | |
| | | | | C 1 17 | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CALDWELL DONALD R C/O RUBICON TECHNOLOGY INC. 9931 FRANKLIN AVENUE FRANKLIN PARK, IL 60131

X X

Signatures

/s/ Scott Glickson, attorney-in-fact 06/10/2008

**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) Includes 241 shares of restricted stock pursuant to grants that vest ratably over three years.

Consists of shares held by Cross Atlantic Technology Fund, L.P., Cross Atlantic Technology Fund, II, L.P., and/or The Co-Investment 2000 Fund, L.P. The Reporting Person is the owner and director of Cross Atlantic Capital Partners, Inc., which is the general partner of XATF Management, L.P., which is the general partner of Cross Atlantic Technology Fund, L.P. The Reporting Person is a director,

- shareholder and officer of Cross Atlantic Capital Partners II, Inc., which is the general partner of XATF Management II, L.P., which is the general partner of Cross Atlantic Technology Fund II, L.P. The Reporting Person is a shareholder, director and officer of Co-Invest Capital Partners, Inc., which is the general partner of Co-Invest Management, L.P., which is the general partner of The Co-Investment 2000 Fund, L.P. The Reporting Person disclaims beneficial ownership of the shares held by the Funds except to the extent of his pecuniary interest therein.
- As part of the issuer's secondary offering overallotment option, Cross Atlantic Technology Fund, L.P. sold 7,796 shares of its common stock, Cross Atlantic Technology Fund II, L.P. sold 27,219 shares of its common stock and The Co-Investment 2000 Fund, L.P. sold 30,635 shares of its common stock.
- After the sale of shares in the issuer's secondary offering overallotment option, Cross Atlantic Technology Fund, L.P. holds 727,693

 (4) shares of common stock, Cross Atlantic Technology Fund II, L.P. holds 2,438,732 shares of common stock and The Co-Investment 2000 Fund, L.P. holds 2,719,998 shares of common stock.

Reporting Owners 2

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