JONES SUSAN K Form 4 May 22, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * JONES SUSAN K

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

EMAGIN CORP [EMAN] 3. Date of Earliest Transaction

(Check all applicable)

Chief Business Officer and Sec

C/O EMAGIN CORP, 10500 NE

(Street)

(First)

05/22/2009

Execution Date, if

(Month/Day/Year)

(Middle)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title

below)

Other (specify

8TH ST. SUITE 1400

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

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

(Instr. 4)

Person

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

BELLEVUE, WA 98004

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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.

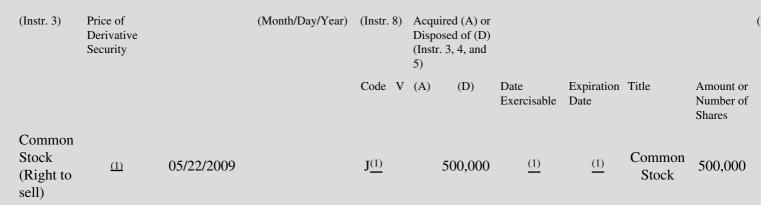
SEC 1474 (9-02)

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JONES SUSAN K C/O EMAGIN CORP 10500 NE 8TH ST, SUITE 1400 BELLEVUE, WA 98004

Chief Business Officer and Sec

Signatures

/s/ Susan K. Jones 05/22/2009

**Signature of Date
Reporting Person

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).
- On 1/11/07, Gary Jones (the "Pledger") pledged 500,000 shares of Common Stock for a loan (the "Loan") from a non-affiliated lender (the "Lender"). The loan provided that if an event of default occurs, the Lender has the right to foreclose and sell the pledged shares to satisfy the balance of the amount owed; however, the Pledger would not generally be liable for any deficiency if the pledged shares, or proceeds from the sale thereof, were not sufficient to satisfy in full all amounts owed. Upon notice of default the Pledger has the right to recover the stock by repaying the loan with interest. The Pledger has not received a notice of default but does not intend to recover the pledged shares and hereby voluntarily disclaims beneficial ownership of such shares.
- (2) This figure represents shares owned by Gary Jones and Susan Jones who are married to one another. In addition Susan Jones holds 80,655 stock options.

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.

Reporting Owners 2