

SOUTHWALL TECHNOLOGIES INC /DE/
Form 4
November 28, 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 *
SOLUTIA INC

2. Issuer Name and Ticker or Trading Symbol
SOUTHWALL TECHNOLOGIES INC /DE/ [SWTX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
575 MARYVILLE CENTRE DRIVE, P.O. BOX 66760
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/23/2011

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

ST. LOUIS, MO 63166-6760

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	11/23/2011		J(1)(2)	7,140,879 (1) (2) A \$ 13.6	7,168,388 (1) (2)	I (1) (2)	See footnote (1) (2)

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

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

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	Director	10% Owner	Officer	Other				
SOLUTIA INC 575 MARYVILLE CENTRE DRIVE P.O. BOX 66760 ST. LOUIS, MO 63166-6760		X						11/28/2011

Signatures

Paul J. Berra, III, Senior Vice President, Legal and Governmental Affairs and General Counsel

__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) On October 6, 2011, Solutia Inc., a Delaware corporation ("Parent"), Backbone Acquisition Sub, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent ("Purchaser"), and Southwall Technologies Inc., a Delaware corporation (the "Company"), entered into an Agreement and Plan of Merger (the "Merger Agreement"). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, on October 25, 2011, Purchaser commenced a tender offer to acquire all of the shares of the Company's common stock for a purchase price of \$13.60 per share in cash.

(2) At 12:00 midnight, New York City time, on the night of Tuesday, November 22, 2011, the Offer expired as scheduled. Based on the information provided by the depositary for the Offer, as of the expiration of the Offer, 7,140,879 shares of the Company's common stock were validly tendered and not properly withdrawn prior to the expiration of the Offer, including 23,579 shares of the Company's common stock subject to guaranteed delivery procedures. Purchaser has accepted for payment all shares of the Company's common stock validly tendered and not properly withdrawn. The shares of the Company's common stock validly tendered and not properly withdrawn represent approximately 95.7% of the Company's outstanding common stock.

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.