

KEMMERER KEVIN L  
 Form 3  
 May 06, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| KEMMERER KEVIN L                          |         | (Month/Day/Year)                     | SAFEGUARD SCIENTIFICS INC [SFE]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         |                                      | (Check all applicable)   |  |
| 435 DEVON PARK DRIVE,<br>BUILDING 800     |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| WAYNE, PA 19087-1945                      |         |                                      | (give title below)   | (specify below)                                      |
| (City)                                    | (State) | (Zip)                                | Sr. VP & Managing Director   |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 55,000   | D   | ^  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

## Edgar Filing: KEMMERER KEVIN L - Form 3

|                             | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (right to buy) | Â (1)            | 10/25/2013      | Common Stock | 400,000                    | \$ 1.38  | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 06/06/2013      | Common Stock | 25,000                     | \$ 1.03  | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 10/25/2013      | Common Stock | 50,000                     | \$ 1.38  | D                          | Â |
| Stock Option (right to buy) | Â (1)            | 02/21/2014      | Common Stock | 300,000                    | \$ 1.975 | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 12/15/2012      | Common Stock | 125,000                    | \$ 2.125 | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 06/14/2012      | Common Stock | 100,000                    | \$ 2.335 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| KEMMERER KEVIN L<br>435 DEVON PARK DRIVE, BUILDING 800<br>WAYNE, PA 19087-1945 | Â             | Â         | Â Sr. VP & Managing Director | Â     |

## Signatures

KEVIN L.  
KEMMERER

05/05/2008

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Options feature market performance-based vesting so that they only become exercisable upon sustained improvement in the trading price of the Issuer's common stock in the following increments: 10% of the options at \$2.0359 per share; an additional 20% at \$3.1548 per share; an additional 30% at \$4.6466 per share; and the remaining 40% at \$6.5114 per share (based on the average daily closing price of the Issuer's common stock on the NYSE for any 20 consecutive trading days preceding a vesting date), with pro rata vesting based on sustained improvement in the trading price of the Issuer's common stock between the stock price thresholds set forth above.

(2) Option vesting: 25% on the first anniversary of the grant date and in equal monthly installments during the three-year period thereafter.

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.