

IRIS INTERNATIONAL INC  
 Form 4  
 January 04, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**MELLO ROBERT A**

(Last) (First) (Middle)

**C/O IRIS INTERNATIONAL, INC., 9158 ETON AVENUE**

(Street)

**CHATSWORTH, CA 91311**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**IRIS INTERNATIONAL INC [IRIS]**

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

**12/31/2011**

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)  
 Corp VP/Pres Sample Processing

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                    | 12/31/2011                           |  | M                              |   | 209   | A  | Ⓛ                                 |
| Common Stock                    | 12/31/2011                           |  | F(2)                           |   | 255   | D  | \$ 9.35                           |
| Common Stock                    |                                      |  |                                |   | 100   | I  | By Son                            |

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

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SEC 1474 (9-02)

number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted Stock Units                     | (1)  | 12/31/2011                           |  | M                              | 209   | (3) (3)  | Common Stock  | 209 \$                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| MELLO ROBERT A<br>C/O IRIS INTERNATIONAL, INC.<br>9158 ETON AVENUE<br>CHATSWORTH, CA 91311 |               |           | Corp VP/Pres Sample Processing |       |

## Signatures

/s/ Todd M. Graham,  
Attorney-in-Fact

01/04/2012

\*\*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) Each restricted stock unit represents a contingent right to receive one share of IRIS International, Inc. common stock. On December 31, 2011, 209 of the reporting person's restricted stock units were settled for an equal number of shares of IRIS International, Inc. common stock.

(2) The shares were retained by the company in payment of the tax associated with the vesting of restricted shares and/or restricted stock units previously granted to the reporting person.

(3) Vested 25% on March 23, 2011 and thereafter 6.25% vested / will vest in 12 equal quarterly installments with the first such installment vesting on June 30, 2011. Vested shares will be delivered to the reporting person as soon as practicable following the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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