

SMTC CORP
Form 4
April 18, 2005

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 *
CALDWELL JOHN E

(Last) (First) (Middle)
635 HOOD ROAD
(Street)

MARKHAM, A6 L3R 4N6

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SMTC CORP [SMTX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/24/2005

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)

Chief Executive Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 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.

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Warrant to Purchase Exchangeable Shares	\$ 7.61 ⁽¹⁾ <u>(2)</u>	03/24/2005	P	92,000					<u>(7)</u>	03/03/2009	Exchangeable Shares of SMTC Canada ⁽³⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CALDWELL JOHN E 635 HOOD ROAD MARKHAM, A6 L3R 4N6	X		Chief Executive Officer	

Signatures

/s/ John E.
Caldwell

04/18/2005

 **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) Exercise price per Exchangeable Share, with each warrant being exercisable for one-fifth of one Exchangeable Share of SMTC Manufacturing Corporation of Canada.
The exercise price of each warrant is CDN\$9.25 per one Exchangeable Share, with each warrant being exercisable for one-fifth of one Exchangeable Share (the value in the table has been converted to United States dollars using an exchange rate of CDN\$1.2158 per US\$1.00).
- (2) Exchangeable Share (the value in the table has been converted to United States dollars using an exchange rate of CDN\$1.2158 per US\$1.00).
- (3) Subject to applicable legal requirements, the Exchangeable Shares of SMTC Manufacturing Corporation of Canada are exchangeable on a one-for-one basis for shares of Common Stock of SMTC at the option of the holder.
- (4) Per warrant.
- (5) The purchase price of each warrant was CDN\$0.943 (the value in the table has been converted to United States dollars using an exchange rate of CDN\$1.2158 per US\$1.00).
Total includes 203,000 options to purchase Common Stock of SMTC, 200,000 options to purchase Exchangeable Shares of SMTC Manufacturing Corporation of Canada and 232,000 warrants to purchase Exchangeable shares of SMTC Manufacturing Corporation of Canada.
- (6) Manufacturing Corporation of Canada and 232,000 warrants to purchase Exchangeable shares of SMTC Manufacturing Corporation of Canada.
- (7) Each warrant is currently exercisable as of the date of the event requiring this statement.

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.