FSI INTERNATIONAL INC

Form 4 June 18, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

> 10% Owner Other (specify

0.5

Estimated average burden hours per

response...

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

obligations

1(b).

(Last)

(Instr. 3)

may continue.

See Instruction

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 *

MARXE AUSTIN W & GREENHOUSE DAVID M

(First)

2. Issuer Name and Ticker or Trading Symbol

FSI INTERNATIONAL INC [FSII]

3. Date of Earliest Transaction

(Month/Day/Year) 06/13/2008

5. Relationship of Reporting Person(s) to Issuer

Director

Officer (give title

(Check all applicable)

C/O SPECIAL SITUATIONS FUNDS, 527 MADISON AVENUE, **SUITE 2600**

(Street)

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

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

below)

NEW YORK, NY 10022

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

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Middle)

4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Securities Beneficially Owned Following

7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

Common 06/13/2008 Stock

9,000 P (1)

1.1354

 $3,422,883 \stackrel{(1)}{=} I \stackrel{(1)}{=}$

By Limited **Partnerships** (1)

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)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired					Follo	
	•			(A) or							Repo
					Disposed						Trans
		of (D)								(Instr	
					(Instr. 3, 4, and 5)						
								Δ1	mount		
								or			
						Date	Expiration Date		ımber		
						Exercisable					
				Code V	(A) (D)				ares		

X

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MARXE AUSTIN W & GREENHOUSE DAVID M

C/O SPECIAL SITUATIONS FUNDS 527 MADISON AVENUE, SUITE 2600

NEW YORK, NY 10022

Signatures

Austin W.

06/18/2008 Marxe

**Signature of Date Reporting Person

Daivd M.

Reporting Person

Greenhouse 06/18/2008 **Signature of 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).

This is a joint filing by Austin W. Marxe (Marxe) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, LP (QP) and Special Situations Cayman Fund, L.P. (Cayman), respectively. 2,622,357 shares of Common Stock are held by QP and 800,526 shares of Common Stock are held by Cayman. The interest of Marxe and Greenhouse in the shares of Common Stock owned by QP and Cayman is limited to the extent of his pecuniary interest.

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.

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