

**INTEVAC INC**  
Reported by  
**EDDY CHARLES B**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/17/06 for the Period Ending 01/13/06

Address	3560 BASSETT STREET SANTA CLARA, CA, 95054
Telephone	4089869888
CIK	0001001902
Symbol	IVAC
SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Industrial Machinery & Equipment
Sector	Industrials
Fiscal Year	12/31

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>EDDY CHARLES B</b> (Last) (First) (Middle)  <b>3560 BASSETT STREET</b> (Street)  <b>SANTA CLARA, CA 95054</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>INTEVAC INC [ IVAC ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP Finance and Administration,</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/13/2006</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	1/13/2006		M		1601	A	\$3.813	11366	D	
Common Stock	1/13/2006		M		4000	A	\$3.2	15366	D	
Common Stock	1/13/2006		M		399	A	\$3.813	15765	D	
Common Stock								88155	I	by Trust (1)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$3.2	1/13/2006		M		4000		10/19/2002 (2)	10/19/2011	Common Stock	4000	\$3.2	1000	D	
Incentive Stock Option (right to buy)	\$3.813	1/13/2006		M		1601		12/2/2000 (2)	12/2/2009	Common Stock	1601	\$3.813	0	D	
Non-Qualified Stock Option (right to buy)	\$3.813	1/13/2006		M		399		12/2/2000 (2)	12/2/2009	Common Stock	399	\$3.813	0	D	

**Explanation of Responses:**

- (1) Includes 88,155 shares held by the Eddy Family Trust DTD 02/09/00.
- (2) The option will vest and become exercisable in five successive equal installments upon the optionee's completion of each year of service over the five-year period measured from the grant date.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>EDDY CHARLES B 3560 BASSETT STREET SANTA CLARA, CA 95054</b>			<b>VP Finance and Administration,</b>	

**Signatures**

Eddy, Charles B.

1/17/2006

\*\* Signature of Reporting Person

Date

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

\* 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).

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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