

INTEVAC INC
Reported by
LAMBETH DAVID N

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/07/06 for the Period Ending 02/03/06

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
LAMBETH DAVID N			INTEVAC INC [IVAC]			<input checked="" type="checkbox"/> Director _____ 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			<input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
118 BUCKINGHAM ROAD			2/3/2006					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
PITTSBURGH, PA 15215						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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. 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	2/3/2006		M		2500	A	\$6.375	2500	D	
Common Stock	2/3/2006		M		2500	A	\$6.375	5000	D	
Common Stock	2/3/2006		M		5000	A	\$5.375	10000	D	
Common Stock	2/3/2006		M		5000	A	\$3.375	15000	D	
Common Stock	2/3/2006		M		10000	A	\$5	25000	D	
Common Stock	2/3/2006		M		10000	A	\$5.4	35000	D	
Common Stock	2/3/2006		M		5000	A	\$4.12	40000	D	
Common Stock	2/3/2006		M		5000	A	\$5.07	45000	D	
Common Stock	2/3/2006		M		10000	A	\$9.62	55000	D	
Common Stock	2/3/2006		M		10000	A	\$10.95	65000	D	

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$3.375	2/3/2006		M		5000	6/21/2000 (1)	6/21/2010	Common Stock	5000	\$3.375	0	D	
Non-Qualified Stock Option (right to buy)	\$4.12	2/3/2006		M		5000	6/20/2002 (1)	6/20/2012	Common Stock	5000	\$4.12	0	D	
Non-Qualified Stock Option (right to buy)	\$5	2/3/2006		M		10000	5/18/2001 (1)	5/18/2011	Common Stock	10000	\$5	0	D	
Non-Qualified Stock Option (right to buy)	\$5.07	2/3/2006		M		5000	5/27/2003 (1)	5/27/2013	Common Stock	5000	\$5.07	0	D	
Non-Qualified Stock Option (right to buy)	\$5.375	2/3/2006		M		5000	5/13/1999 (1)	5/13/2009	Common Stock	5000	\$5.375	0	D	
Non-Qualified Stock Option (right to buy)	\$5.4	2/3/2006		M		10000	5/31/2001 (1)	5/31/2011	Common Stock	10000	\$5.4	0	D	
Non-Qualified Stock Option (right to buy)	\$6.375	2/3/2006		M		2500	8/31/1998 (2)	8/31/2008	Common Stock	2500	\$6.375	2500	D	
Non-Qualified Stock Option (right to buy)	\$6.375	2/3/2006		M		2500	8/31/1998 (2)	8/31/2008	Common Stock	2500	\$6.375	0	D	
Non-Qualified Stock Option (right to buy)	\$9.62	2/3/2006		M		10000	5/17/2004 (1)	5/17/2014	Common Stock	10000	\$9.62	0	D	

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				
Non-Qualified Stock Option (right to buy)	\$10.95	2/3/2006		M			10000	5/23/2005 (1)	5/23/2015	Common Stock	10000	\$10.95	0	D	

Explanation of Responses:

- (1) The option is immediately exercisable and fully vested upon the date of grant.
- (2) This option is immediately exercisable, but any shares purchased under the option are subject to repurchase by the issuer at the option exercise price, upon the reporting person's cessation of Board service prior to vesting in the shares. The option shares vest upon the optionee's completion of one year of Board service as measured from the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBETH DAVID N 118 BUCKINGHAM ROAD PITTSBURGH, PA 15215	X			

Signatures

By: **Kevin H. Soulsby For: David Lambeth**

2/7/2006

**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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