

INTEVAC INC

Reported by
POND NORMAN H

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/12/03 for the Period Ending 11/11/03

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

1. Name and Address of Reporting Person * POND NORMAN H (Last) (First) (Middle) 3560 BASSETT STREET (Street) SANTA CLARA, CA 95054 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol INTEVAC INC [IVAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (MM/DD/YYYY) 11/11/2003	

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	11/10/2003		C		28285	A	\$7	46785	D	
Common Stock	11/11/2003		M		46000	A	\$6	92785	D	
Common Stock	11/11/2003		M		54000	A	\$6	146785	D	
Common Stock	11/10/2003		C		144857	A	\$7	950457	I	by Trust

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				
Convertible Subordinated Notes II	\$7	11/10/2003 (1)		C		\$198000		10/10/2002 (2)	3/1/2009	Common Stock	\$28285	(1)	\$0	D	
Convertible Subordinated Notes II	\$7	11/10/2003 (1)		C		\$1014000		10/10/2002 (2)	3/1/2009	Common Stock	\$144857	(1)	\$0	I	by Trust
Incentive Stock Option (right to buy)	\$6	11/11/2003		M		46000		(3)	8/7/2005	Common Stock	46000	\$6	29330	D	
Non-Qualified Stock Option (right to buy)	\$6	11/11/2003		M		54000		(3)	8/7/2005	Common Stock	54000	\$6	34003	D	

Explanation of Responses:

- The Convertible Notes due 2009 were automatically converted to common stock on November 10, 2003 at a conversion price of \$7.00 per share.
- The holder of the Convertible Note has the right, exercisable at any time after 90 days following the date of original issuance of any Convertible Notes and prior to maturity, to convert the principal amount thereof into shares of Common Stock at the conversion price.
- The 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 termination of employment prior to vesting in the shares. The option shares vest 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
POND NORMAN H 3560 BASSETT STREET SANTA CLARA, CA 95054	X		Chairman of the Board	

Signatures

By: Kevin H. Soulsby For: Norman Pond

11/12/2003

—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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