

# **SAFEGUARD SCIENTIFICS INC**

Reported by  
**ROSENTHAL BOB**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 05/27/11 for the Period Ending 05/26/11

|             |                                                  |
|-------------|--------------------------------------------------|
| Address     | 435 DEVON PARK DR<br>BLDG 800<br>WAYNE, PA 19087 |
| Telephone   | 6102930600                                       |
| CIK         | 0000086115                                       |
| Symbol      | SFE                                              |
| SIC Code    | 6799 - Investors, Not Elsewhere Classified       |
| Industry    | Misc. Financial Services                         |
| Sector      | Financial                                        |
| Fiscal Year | 12/31                                            |

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
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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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) 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)                                                                         |
| ROSENTHAL BOB                             | SAFEGUARD SCIENTIFICS INC<br>[ SFE ]              | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner                                                                 |
| (Last) (First) (Middle)                   | 3. Date of Earliest Transaction (MM/DD/YYYY)      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)                                              |
| 435 DEVON PARK DRIVE,<br>BUILDING 800     | 5/26/2011                                         |                                                                                                                                                 |
| (Street)                                  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                     |
| WAYNE, PA 19087-1945                      |                                                   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)                      |                                                   |                                                                                                                                                 |

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                                         |                                                                                               |                                                          |                                                       |

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                                                  |                                            |                                                                                                     |                                                                                  |                                                        |
| Deferred Stock Unit Award 2011            | \$0                                                    | 5/26/2011      |                                   | A                         | 2500                                                                                   | (1) (1)                                 | Common Stock 2500                                                                 | \$0                                        | 2500                                                                                                | D                                                                                |                                                        |
| Non-Qualified Stock Option (right to buy) | \$18.795                                               | 5/26/2011      |                                   | A                         | 5000                                                                                   | 5/26/2012 5/26/2019                     | Common Stock 5000                                                                 | \$0                                        | 5000                                                                                                | D                                                                                |                                                        |

### Explanation of Responses:

- ( 1 ) The deferred stock units are payable in stock, on a one-for-one basis. The deferred stock units vest on the first anniversary of the grant date. Distributions in respect of the deferred stock units will be made following termination of service as a director at times established in accordance with the terms of the applicable equity compensation plan of the Issuer.

### Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |         |       |
|-----------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                             | Director      | 10% Owner | Officer | Other |
| ROSENTHAL BOB<br>435 DEVON PARK DRIVE, BUILDING 800<br>WAYNE, PA 19087-1945 | X             |           |         |       |

## Signatures

**By: DEIRDRE BLACKBURN AGENT For: ROBERT J. ROSENTHAL**

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**5/27/2011**

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\*\* 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.

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.