Zeitoun Andre Form 4 April 09, 2013

## FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations

1(b).

may continue. See Instruction

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* Zeitoun Andre

(State)

(Month/Day/Year)

(First) (Middle)

110 GREENE ST.

(Last)

(Street)

NY, NY 10012

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Applied Minerals, Inc. [AMNL]

3. Date of Earliest Transaction

11/20/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

Symbol

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if Code Disposed of (D) (Month/Day/Year) (Instr. 8)

TransactionAcquired (A) or (Instr. 3, 4 and 5)

(A)

Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4.

Derivative Security

Conversion or Exercise

(Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and CEO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

7. Title and Amo Underlying Secur (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of ( (Instr. 3, 4, ar	D)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
COMMON STOCK OPTION (RIGHT TO BUY)	\$ 1.66	11/20/2012		A		1,742,792		02/01/2013	11/19/2022	COMMON STOCK

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 8	Director	10% Owner	Officer	Other				
Zeitoun Andre 110 GREENE ST. NY, NY 10012	X		President and CEO					

## **Signatures**

/s/ Andre M. 04/09/2013 Zeitoun \*\*Signature of Date Reporting Person

# **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).
- On November 20, 2012, the Board of Directors granted Mr. Zeitoun 1,742,792 options to purchase common shares at \$1.66 per share.
- (1) The options vest monthly over a 12-month period starting February 1, 2013. The option grant was previously communicated on Applied Minerals, Inc.'s Form 8-K filed on November 26, 2012.
- Includes the following option grants: (i) options (held through Material Advisors) to purchase 3,949,966 shares of common stock at \$0.70 per share granted in January 2009, fully vested and expiring in January 2019; (i) options (held through Material Advisors) to purchase 1,742,792 shares of common stock at \$0.83 per share, granted in January 2011, fully vested and expiring in January 2021; and (iii) options to purchase 1,742,792 shares of common stock as described in footnote (1).

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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