

AWARE INC /MA/
Form 4
May 27, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer 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, 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 *
GROSS RICHARD W

(Last) (First) (Middle)

**C/O AWARE INC, 40 MIDDLESEX
TURNPIKE**

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AWARE INC /MA/ [AWRE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior VP - Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 8,000 | D | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 3.44 | 05/23/2008 | | A | | (1) 05/23/2018 | Common Stock | 43,200 | |
| Stock Option (right to buy) | \$ 5.06 | | | | | (2) 02/12/2017 | Common Stock | 75,000 | |
| Stock Option (right to buy) | \$ 5.58 | | | | | (3) 02/22/2010 | Common Stock | 40,000 | |
| Stock Option (right to buy) | \$ 6.07 | | | | | (4) 02/09/2015 | Common Stock | 10,399 | |
| Stock Option (right to buy) | \$ 6.07 | | | | | (4) 02/09/2015 | Common Stock | 32,101 | |
| Stock Option (right to buy) | \$ 2.95 | | | | | (5) 09/08/2014 | Common Stock | 50,000 | |
| Stock Option (right to buy) | \$ 3.27 | | | | | (6) 10/14/2013 | Common Stock | 30,581 (10) | |
| Stock Option (right to buy) | \$ 3.27 | | | | | (6) 10/14/2013 | Common Stock | 25,919 (10) | |
| Stock Option (right to buy) | \$ 3.27 | | | | | (7) 10/14/2013 | Common Stock | 37,500 (10) | |

| | | | | | |
|--------------------------------------|---------|-----|------------|-----------------|----------------|
| Stock Option (right to buy) | \$ 3.27 | (8) | 10/14/2013 | Common Stock | 57,501 (10) |
| Stock Option (right to buy) | \$ 3.27 | (9) | 10/14/2013 | Common Stock | 50,000 (10) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GROSS RICHARD W C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730 | | | Senior VP - Engineering | |

Signatures

/s/ Richard W.
Gross

05/27/2008

Signature of
Reporting Person

Date

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).
- (1) Vests in 16 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2012.
- (2) Vests in 16 equal quarterly installments on the last day of each quarter from March 31 2007 through December 31, 2010.
- (3) Vests in 16 equal quarterly installments on the last day of each quarter from March 31 2006 through December 31, 2009.
- (4) Vests in full on February 9, 2005.
- (5) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments of 6.25%, beginning as of December 31, 2004, until fully vested.
- (6) Vests in full on October 14, 2003.
- (7) 75% vests on October 14, 2003, the remaining 25% vests in 4 equal quarterly installments of 6.25%, until fully vested.
- (8) 50% vests on October 14, 2003, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (9) 25% vests on October 14, 2003, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
- (10) Option received by reporting person in exchange for cancellation of one or more options on April 3, 2003 pursuant to issuer's option exchange program.

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.