Edgar Filing: McGrath Mark G - Form 4

Form 4 May 04, 2012										
FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue			S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Simple3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5	
1(b). (Print or Type R	esponses)									
McGrath Ma (Last)		Middle)	Symbol AWARE 3. Date of (Month/Da	· ·	A/ [AWF	-	2	X Director Officer (give	ek all applicable 10% title Otho	
TURNPIKE	(Street)			idment, Dat h/Day/Year)				below)6. Individual or JoApplicable Line)	below) bint/Group Filir	1g(Check
BEDFORD,	MA 01730			,				_X_ Form filed by (One Reporting Pe Iore than One Re	
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit on(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	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)
Common Stock	05/03/2012			Μ	25,000	А	\$ 53	251,721	D	

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

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.

 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 4 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Appreciation Right	\$ 2.52					(2)	05/20/2019	Common Stock	6,00
Stock Option (right to buy)	\$ 5.3	05/03/2012		М	25,000	(3)	09/07/2013	Common Stock	25,00 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting o wher runner runners	Director	10% Owner	Officer	Other				
McGrath Mark G C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730	Х							
Signatures								
/s/ Mark G. 0: McGrath 0:	5/04/2012							
<u>**</u> 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).

Deletionshin

- (1) Option was amended on September 9, 2009; the holder shall now have the right to exercise this option within two years after the date of termination of services, but not later than the expiration date of the agreement.
- (2) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2009 through March 31, 2011 and is exercisable upon the date the reporting person ceases to serve on the board of directors of Aware, Inc. or expiration, whichever is sooner.
- (3) Options vest in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2006, until fully vested.

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.