

BSQUARE CORP /WA
Form 4
June 02, 2016

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 *
Caldwell Scott Bruce

(Last) (First) (Middle)

110 - 110TH AVE., NE, SUITE 300

(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BSQUARE CORP /WA [BSQR]

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2016

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)

VP WW OEM Sales

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/31/2016		M		3,755	A	\$ 3.32
Common Stock	05/31/2016		M		6,094	A	\$ 3.11
Common Stock	06/01/2016		M		17,870	A	\$ 3.32
Common Stock	06/01/2016		M		5,000	A	\$ 2.17
Common Stock	06/01/2016		M		10,000	A	\$ 2.41

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

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(9-02)

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.32	05/31/2016		M	3,755	02/26/2015 ⁽¹⁾	02/26/2024	Common Stock	3,755
Stock Option (right to buy)	\$ 3.11	05/31/2016		M	6,094	04/07/2013 ⁽²⁾	01/07/2023	Common Stock	6,094
Stock Option (right to buy)	\$ 3.32	06/01/2016		M	17,870	02/26/2015 ⁽¹⁾	02/26/2024	Common Stock	17,870
Stock Option (right to buy)	\$ 2.17	06/01/2016		M	5,000	02/13/2007 ⁽²⁾	11/13/2016	Common Stock	5,000
Stock Option (right to buy)	\$ 2.41	06/01/2016		M	10,000	01/02/2010 ⁽²⁾	10/02/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Caldwell Scott Bruce 110 - 110TH AVE., NE, SUITE 300			VP WW OEM Sales	

BELLEVUE, WA 98004

Signatures

/s/ Scott Bruce
Caldwell

06/02/2016

__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) The option vests 33% 1 year from the grant date and thereafter monthly in equal amounts over the remaining 2 year period.

(2) The option vests quarterly in equal amounts over a 4 year period.

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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