

DGSE COMPANIES INC
 Form 4
 June 11, 2015

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 *
RECTOR DAVID

(Last) (First) (Middle)

15850 DALLAS PARKWAY,
 SUITE 140

(Street)

DALLAS, TX 75248

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DGSE COMPANIES INC [DGSE]

3. Date of Earliest Transaction
 (Month/Day/Year)
06/11/2015

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)

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	06/11/2015		M		14,200	A	<u>(1)</u> <u>(4)</u> 28,350

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)

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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)	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	06/11/2015		M	14,200	06/09/2015 ⁽²⁾ ⁽³⁾	Common Stock	14,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RECTOR DAVID 15850 DALLAS PARKWAY, SUITE 140 DALLAS, TX 75248	X			

Signatures

/s/ David S.
Rector

06/11/2015

**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) Each Restricted Stock Unit ("RSU") was convertible into one share of common stock, par value \$0.01, of the Issuer (the "Common Stock") without additional payment pursuant to the terms of the Restricted Stock Unit Award Agreement, dated September 17, 2014, between the Issuer and the Reporting Person (the "RSU Award Agreement").

(2) The RSUs reported hereunder were to vest as to 100 percent of the RSUs on the earlier of: (i) the one year anniversary of the grant date, or (ii) the day prior to the next Annual Meeting of the Stockholders of DGSE Companies, Inc., subject to the Reporting Person's continued status as a Director through such dates. DGSE Companies, Inc, held its Annual Meeting of Stockholders on June 10, 2015, triggering a vesting date of June 9, 2015 for the RSUs reported hereunder.

(3) Upon termination of service of the Reporting Person to the Issuer, other than by reason of death or disability, any Restricted Stock Units that have not vested will be forfeited and the award of such units shall terminate. All RSUs reported hereunder have now vested, and are no longer subject to expiration.

(4) The Issuer elected to award the RSUs as consideration for services rendered to the Issuer (the "Consideration") and to encourage the continuation of such services in connection with the Reporting Person's services to the Issuer. The value of the Consideration on the date of grant was \$20,022. The value of the Consideration as of vesting and issuance was \$4,544. No additional consideration was received by the Issuer as payment for the RSUs.

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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