## Edgar Filing: FORNEY G DAVID JR - Form 4

FORNEY G	DAVID JR											
Form 4												
September 11	1, 2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287 January 31,			
	Check this box							Expires:				
subject to	if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						NERSHIP OF	Estimated a	2005 average			
Section 10		SECURITIES								burden hours per		
Form 4 or								response	•			
Form 5 obligation	<b>1</b> 0							ge Act of 1934,				
may conti				•	<b>.</b>			of 1935 or Section	n			
See Instru		30(h)	of the Inv	vestment	Company	/ Act	of 19	40				
1(b).												
(Print or Type R	Responses)											
1. Name and A FORNEY G	2. Issuer Name <b>and</b> Ticker or Trading Symbol AWARE INC /MA/ [AWRE]				g	5. Relationship of Reporting Person(s) to Issuer						
( <b>T</b> )								(Check all applicable)				
(Last)	(First)	(Middle)		Earliest Tra	ansaction			X Director	100	0		
C/O AWAR	E INC, 40 MII	ODI ESEX	(Month/Da	-				Officer (give		6 Owner er (specify		
TURNPIKE		JULLULA	09/09/20	109				below)	below)			
101011111	(Street)		4 If Amor	dmant Dat	o Original			6 Individual or I	oint/Croun Fili	ng(Chaolr		
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
			1 neu(mon	ui/Day/1Cal)				_X_ Form filed by One Reporting Person				
BEDFORD,	MA 01730							•	More than One Re	eporting		
								Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction D	Date 2A. Dee	emed	3.	4. Securit	ies		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	ar) Execution	on Date, if		onAcquired			Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month)	Day/Vaar)	Code	Disposed			Beneficially Owned	(D) or Indirect (I)	Beneficial		
		(Monun/	Day/Year)	(Instr. 8)	(Instr. 3, 4	+ and	3)	Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						( • )		Reported	(1115411-1)	(11041 1)		
						(A) or		Transaction(s)				
				Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common								30,000	D			
Stock								50,000	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. Transactic Code (Instr. 8)	5. 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 Appreciation Right	\$ 2.52					(2)	05/20/2019	Common Stock	6,000
Stock Option (right to buy)	\$ 3.44					(3)	05/23/2018	Common Stock	34,600
Stock Option (right to buy)	\$ 5.06					(4)	02/12/2017	Common Stock	23,000 (1)
Stock Option (right to buy)	\$ 5.58					(5)	02/22/2010	Common Stock	8,000 (1)
Stock Option (right to buy)	\$ 6.18					(6)	02/16/2015	Common Stock	15,000 (1)
Stock Option (right to buy)	\$ 2.95					<u>(7)</u>	09/08/2014	Common Stock	10,000 (1)
Stock Option (right to buy)	\$ 3.39					(8)	07/05/2012	Common Stock	5,000 (1)
Stock Option (right to buy)	\$ 3.74					<u>(9)</u>	09/21/2011	Common Stock	8,333 (1)
Stock Option (right to buy)	\$ 7.42					(10)	07/19/2011	Common Stock	8,333 (1)
Stock Option (right to buy)	\$ 8.07					(11)	05/17/2011	Common Stock	8,333 (1)
Stock Option (right to buy)	\$ 20.375					(12)	10/18/2010	Common Stock	5,000 (1)
Stock Option (right to buy)	\$ 40.563					(13)	05/24/2010	Common Stock	5,000 (1)
Stock Option (right to buy)	\$ 63					(14)	02/28/2010	Common Stock	5,000 (1)
Stock Option (right to buy)	\$ 42.9375					(15)	12/09/2009	Common Stock	5,000 (1)
Stock Option (right to buy)	\$ 32.375					(16)	09/09/2009	Common Stock	5,000

## **Reporting Owners**

Reporting Owner Name / Address	s	Relationships						
	Director	10% Owner	Officer	Other				
FORNEY G DAVID JR C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730	X							
Signatures								
/s/ George D. Forney, Jr.	09/09/2009	)						
<u>**</u> Signature of Reporting	Date							

\*\*Signature of 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).
- (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) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
- (4) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
- (5) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2006 through December 31, 2009.
- (6) Vests in full on February 16, 2005.
- (7) 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.
- (8) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
- (9) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
- (10) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
- (11) 50% vests on July 1, 2001, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (12) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 2000, until fully vested.
- (13) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2000, until fully vested.
- (14) Vests in 16 equal quarterly installments of 6.25%, beginning as of March 31, 2000, until fully vested.
- (15) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 1999, until fully vested.
- (16) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 1999, 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.