AWARE INC /MA/ Form 4 January 03, 2014

### FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to **SECURITIES** Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Russell Kevin Thomas Issuer

AWARE INC /MA/ [AWRE]

(Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction

X\_ Director (Month/Day/Year) 10% Owner X\_ Officer (give title Other (specify

C/O AWARE INC 40 MIDDLESEX 01/02/2014 below) below) **TURNPIKE** co-CEO& co-Pres, GC

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BEDFORD, MA 01730-1432

Person

Symbol

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 7,779 01/02/2014 A \$0 99,000 D (1) Stock

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

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve es d		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 4.64					(2)	12/05/2017	Common Stock	12,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
coporting of their rand, reading	Director 10% Owner		Officer	Other		
Russell Kevin Thomas C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730-1432	X		co-CEO& co-Pres, GC			

## **Signatures**

/s/ Kevin T.
Russell

\*\*Signature of Reporting Person

O1/02/2014

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) Shares of unrestricted stock issued to reporting person on January 2, 2014.
- (2) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2007 through September 30, 2011.

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.

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