

UNITED GUARDIAN INC
 Form 4
 March 19, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Parker Betsee

(Last) (First) (Middle)

C/O MILDRED F. SLATER, 9005
 JOHN S. MOSBY HIGHWAY

(Street)

UPPERVILLE, VA 20185

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 UNITED GUARDIAN INC [UG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/18/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 par \$.10 | 03/18/2015 | | S | | 200 D \$ 19 | 543,061 | D |
| Common Stock par \$.10 | 03/18/2015 | | S | | 100 D \$ 19.2 | 542,961 | D |
| Common Stock par \$.10 | 03/18/2015 | | S | | 100 D \$ 19.17 | 542,861 | D |
| Common Stock par | 03/18/2015 | | S | | 100 D \$ 19.08 | 542,761 | D |

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| | | | | | | | |
|------------------------------|------------|---|-----|---|-------------|---------|---|
| Common Stock par \$.10 | 03/18/2015 | S | 100 | D | \$ 19.01 | 542,661 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 600 | D | \$ 19 | 542,061 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 500 | D | \$ 19.32 | 541,561 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 200 | D | \$ 19.3 | 541,361 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 300 | D | \$ 19.15 | 541,061 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 100 | D | \$ 19.45 | 540,961 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 100 | D | \$ 19.44 | 540,861 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 100 | D | \$ 19.43 | 540,761 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 300 | D | \$ 19.45 | 540,461 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 100 | D | \$ 19.43 | 540,361 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 300 | D | \$ 19.4 | 540,061 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 125 | D | \$ 19.92 | 539,936 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 97 | D | \$ 19.91 | 539,839 | D |
| Common Stock par \$.10 | 03/18/2015 | S | 100 | D | \$ 19.85 | 539,739 | D |

