

Parametric Sound Corp
Form 4
February 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
**MARXE AUSTIN W &
GREENHOUSE DAVID M**

(Last) (First) (Middle)

**C/O SPECIAL SITUATIONS
FUNDS, 527 MADISON AVENUE,
SUITE 2600**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2013

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 Indirect Ownership (Instr. 4)
				Code V Amount (D) or Price			
Common Stock	02/07/2013		S	50,300 D \$ 9.532 (1)	549,931	I	By Limited Partnerships
Common Stock	02/07/2013		S	1,000 D \$ 9.5 (1)	548,931	I	By Limited Partnerships
Common Stock	02/08/2013		S	75,000 D \$ 10.0275 (1)	473,931	I	By Limited Partnerships
Common Stock	02/11/2013		S	30,296 (2) D \$ 10.6962 (1)	443,635 (2)	I (2)	By Limited Partnerships (2)

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This is a joint filing by Austin W. Marx (Marx) and David M. Greenhouse (Greenhouse). They share voting and investment control over all securities owned by Special Situations Fund III QP, LP (QP), Special Situations Private Equity Fund, L.P. (PE), Special Situations Technology Fund, LP (TN) and Special Situations Technology Fund II, L.P. (T2). 203,476 shares of Common Stock are held by QP, 71,050 shares of Common Stock are held by PE, 22,925 shares of Common Stock are held by TN and 146,184 shares of Common Stock are held by T2. The interest of Marx and Greenhouse in the shares of Common Stock owned by QP, PE, TN and T2 is limited to the extent of his pecuniary interest.

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