

NORRIS ELWOOD G
Form 4
July 01, 2011

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 *
NORRIS ELWOOD G

(Last) (First) (Middle)
1941 RAMROD AVENUE, #100
(Street)

HENDERSON, NV 89014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/30/2011

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/30/2011		M	(A) Amount 200,000 (1)	\$ 0.3 534,659	I	by personal LLC
Common Stock	06/30/2011		A	(A) Amount 65,754 (2)	\$ 0.7 600,413	I	by personal LLC
Common Stock	06/30/2011		M	(A) Amount 338,000 (3)	\$ 0.3 338,000	I	By Syzygy Licensing LLC
Common Stock	06/30/2011		A	(A) Amount 111,123 (4)	\$ 0.7 449,123	I	By Syzygy Licensing LLC
					1,839,217	I	

Common Stock				By Family Trust
Common Stock	128,598	D		
Common Stock	22,498	I		By personal investment company

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)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (right to buy)	\$ 0.3	06/30/2011		M	200,000 <u>(1)</u>	09/28/2010	09/28/2015	Common Stock	200,000
Warrant (right to buy)	\$ 0.3	06/30/2011		M	338,000 <u>(3)</u>	09/28/2010	09/28/2015	Common Stock	338,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS ELWOOD G 1941 RAMROD AVENUE, #100 HENDERSON, NV 89014	X	X	President and CEO	

Signatures

/s/James A Barnes as attorney-in-fact for Elwood G Norris
07/01/2011

__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) Exercise of warrants according to terms with proceeds offset against related note principal.
- (2) Stock issued by the Company in exchange for \$40,000 principal and \$6,027 of interest on note owed to reporting person.
- (3) Syzygy Licensing exercised warrants on 520,000 shares with proceeds offset against related note principal owed to it by the Company. Mr. Norris indirect pecuniary interest in the warrants and shares held by Syzygy is 338,000.
- (4) The Company issued 170,959 shares in exchange for \$104,000 principal and \$15,671 interest on note owed to Syzygy. Mr. Norris indirect pecuniary interest in the shares acquired is 111,123.

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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