

AWARE INC /MA/

Form 4

January 03, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STAFFORD JOHN S JR

(Last) (First) (Middle)

350 N. ORLEANS STREET, SUITE
2N

(Street)

CHICAGO, IL 60654-1975

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AWARE INC /MA/ [AWRE]

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

01/03/2017

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)

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(A) or Disposed of Code (D) (Instr. 8)	4. Securities Acquired or Disposed of (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)
Common Stock	11/01/2016		G ⁽¹⁾	V 35,000 D	\$ 0 (1) 0	D	
Common Stock	11/01/2016		G ⁽¹⁾	V 35,000 A	\$ 0 (1) 321,671	I	By Revocable Trust
Common Stock	01/03/2017		M	5,000 (2) A	\$ 0 (2) 5,000	D	
Common Stock	01/03/2017		G ⁽³⁾	V 5,000 D	\$ 0 (3) 0	D	
Common Stock	01/03/2017		G ⁽³⁾	V 5,000 A	\$ 0 (3) 326,671	I	By Revocable

Common Stock	275,899 ⁽⁴⁾	I	Trust By Proxy ⁽⁴⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	8. Amount or Number of Shares
Unrestricted Stock Award (Right to Acquire)	\$ 0	01/03/2017		M	5,000	<u>(2)</u> <u>(2)</u>	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STAFFORD JOHN S JR 350 N. ORLEANS STREET SUITE 2N CHICAGO, IL 60654-1975	X

Signatures

/s/ John S.
Stafford, Jr. 01/03/2017

 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) On November 1, 2016, the reporting person gifted 35,000 shares of common stock to a revocable trust controlled by the reporting person.

(2) On January 3, 2017, the reporting person received 5,000 shares of unrestricted common stock, which were previously granted on March 28, 2016 subject to his continued service as a director, officer or employee of the Company.

(3) On January 3, 2017, the reporting person gifted 5,000 shares of common stock to a revocable trust controlled by the reporting person.

The reporting person has obtained proxies from the holders of 275,899 shares of common stock granting him the exclusive right to vote those shares of common stock. The reporting person does not have the right to dispose of such shares of common stock nor does he have any pecuniary interest in such shares of common stock. Accordingly, pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of the 275,899 shares of common stock that are the subject of these proxies.

(4)

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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