

FORNEY G DAVID JR

Form 4

September 11, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FORNEY G DAVID JR

(Last) (First) (Middle)

C/O AWARE INC, 40 MIDDLESEX
TURNPIKE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2009

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 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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					30,000	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: FORNEY G DAVID JR - Form 4

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. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 2.52							<u>(2)</u>	05/20/2019	Common Stock	6,000
Stock Option (right to buy)	\$ 3.44							<u>(3)</u>	05/23/2018	Common Stock	34,600
Stock Option (right to buy)	\$ 5.06							<u>(4)</u>	02/12/2017	Common Stock	23,000 <u>(1)</u>
Stock Option (right to buy)	\$ 5.58							<u>(5)</u>	02/22/2010	Common Stock	8,000 <u>(1)</u>
Stock Option (right to buy)	\$ 6.18							<u>(6)</u>	02/16/2015	Common Stock	15,000 <u>(1)</u>
Stock Option (right to buy)	\$ 2.95							<u>(7)</u>	09/08/2014	Common Stock	10,000 <u>(1)</u>
Stock Option (right to buy)	\$ 3.39							<u>(8)</u>	07/05/2012	Common Stock	5,000 <u>(1)</u>
Stock Option (right to buy)	\$ 3.74							<u>(9)</u>	09/21/2011	Common Stock	8,333 <u>(1)</u>
Stock Option (right to buy)	\$ 7.42							<u>(10)</u>	07/19/2011	Common Stock	8,333 <u>(1)</u>
Stock Option (right to buy)	\$ 8.07							<u>(11)</u>	05/17/2011	Common Stock	8,333 <u>(1)</u>
Stock Option (right to buy)	\$ 20.375							<u>(12)</u>	10/18/2010	Common Stock	5,000 <u>(1)</u>
Stock Option (right to buy)	\$ 40.563							<u>(13)</u>	05/24/2010	Common Stock	5,000 <u>(1)</u>
Stock Option (right to buy)	\$ 63							<u>(14)</u>	02/28/2010	Common Stock	5,000 <u>(1)</u>
Stock Option (right to buy)	\$ 42.9375							<u>(15)</u>	12/09/2009	Common Stock	5,000 <u>(1)</u>
Stock Option (right to buy)	\$ 32.375							<u>(16)</u>	09/09/2009	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FORNEY G DAVID JR C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730	X

Signatures

/s/ George D.
Forney, Jr. 09/09/2009

__Signature of Reporting Date
Person

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) Option was amended on September 9, 2009; the holder shall now have the right to exercise this option within two years after the date of termination of services, but not later than the expiration date of the agreement.
- (2) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2009 through March 31, 2011 and is exercisable upon the date the reporting person ceases to serve on the board of directors of Aware, Inc. or expiration, whichever is sooner.
- (3) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
- (4) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
- (5) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2006 through December 31, 2009.
- (6) Vests in full on February 16, 2005.
- (7) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments of 6.25%, beginning as of December 31, 2004, until fully vested.
- (8) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
- (9) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
- (10) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
- (11) 50% vests on July 1, 2001, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (12) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 2000, until fully vested.
- (13) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2000, until fully vested.
- (14) Vests in 16 equal quarterly installments of 6.25%, beginning as of March 31, 2000, until fully vested.
- (15) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 1999, until fully vested.
- (16) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 1999, until fully vested.

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.