

MILESTONE SCIENTIFIC INC.

Form 4

March 04, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
D'Agostino Joseph

(Last) (First) (Middle)

C/O MILESTONE SCIENTIFIC
INC., 220 SOUTH ORANGE
AVENUE

(Street)

LIVINGSTON, NJ 07039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MILESTONE SCIENTIFIC INC.
[MLSS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
CFO & COO

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 Beneficial Ownership (Instr. 4)
Common stock	02/04/2016		A	66,570 (4)	A (2) 932,540 (1)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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
Options to purchase common stock	\$ 1.72	02/04/2016		A		133,140		<u>(7)</u>	02/04/2021	Common Stock, par value \$.001 per share	133,140
Options to purchase common stock	\$ 0.36							<u>(3)</u>	12/31/2016	Common Stock, par value \$.001 per share	277,778
Options to purchase common stock	\$ 1.28							<u>(3)</u>	12/31/2017	Common Stock, par value \$.001 per share	78,126
Options to purchase common stock	\$ 1.5							<u>(3)</u>	12/31/2018	Common Stock, par value \$.001 per share	66,666
Options to purchase common stock	\$ 2.09							<u>(5)</u>	11/11/2019	Common Stock, par value \$.001 per share	150,000
Options to purchase common stock	\$ 2.03							<u>(6)</u>	11/20/2019	Common Stock, par value \$.001 per share	49,261

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
D'Agostino Joseph C/O MILESTONE SCIENTIFIC INC.	CFO & COO

220 SOUTH ORANGE AVENUE
LIVINGSTON, NJ 07039

Signatures

/s/ Joseph

D'Agostino

03/02/2016

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) Including the 66,570 transaction shares herein reported, 166,201 of these shares are issuable to the reporting person at the termination of employment.
- (2) Not applicable.
- (3) Immediately.
- (4) All of these shares are issuable to the reporting person at the termination of employment.
- (5) These options are exercisable as follows: (i) immediately for 83,334 shares; and (ii) for an additional 33,333 on each of the 2nd and 3rd anniversaries of the (11-11-14) date of grant.
- (6) These options are exercisable as follows: (i) immediately for 27,369 shares; and (ii) for an additional 10,946 on each of the 2nd and 3rd anniversaries of the (11-20-14) date of grant.
- (7) These options are exercisable as follows: (i) immediately for 44,380 shares on the date of grant (2-4-16); and (ii) for an additional 1/3 of the 88,760 remaining shares on each of the 1st through 3rd anniversaries of the date of grant.

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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