

Gans Stephen
Form 4
May 30, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Gans Stephen

(Last) (First) (Middle)
14850 NW 44TH COURT
(Street)

OPA LOCKA,, FL 33054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIGITAL ALLY INC [DGLY]

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2012

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) | Price | | |
| Common Stock | 04/24/2012 | | P | 50,000 | A \$ 0.6762 | 2,535,083 | D |
| Common Stock | 04/26/2012 | | P | 1,349 | A \$ 0.7289 | 2,536,432 | D |
| Common Stock | 04/27/2012 | | P | 10,000 | A \$ 0.7798 | 2,546,432 | D |
| Common Stock | 04/30/2012 | | P | 5,530 | A \$ 0.6902 | 2,551,962 | D |
| Common Stock | 05/03/2012 | | P | 130 | A \$ 0.68 | 2,552,092 | D |
| | 05/04/2012 | | P | 18,511 | A | 2,570,603 | D |

Edgar Filing: Gans Stephen - Form 4

| | | | | | | | | |
|--------------|------------|---|----------------------|---|-----------|-----------|---|--|
| Common Stock | | | | | | \$ 0.6466 | | |
| Common Stock | 05/07/2012 | P | 16,053 | A | \$ 0.6226 | 2,586,656 | D | |
| Common Stock | 05/15/2012 | P | 2,599 | A | \$ 0.63 | 2,589,255 | D | |
| Common Stock | 05/23/2012 | P | 2,310 | A | \$ 0.5 | 2,591,565 | D | |
| Common Stock | 05/25/2012 | P | 20,000 | A | \$ 0.5 | 2,611,565 | D | |
| Common Stock | 05/25/2012 | P | <u>35,000</u> (1) | A | \$ 0.44 | 2,646,565 | 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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gans Stephen 14850 NW 44TH COURT OPA LOCKA,, FL 33054 | X | X | | |

Signatures

/S/ STEPHEN
GANS

05/30/2012

__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 May 25, 2012, the Reporting Person was granted 35,000 restricted shares of common stock under the Digital Ally, Inc. 2007 Stock Option and Restricted Stock Plan. These shares will vest half (17,500 common shares) on November 1, 2012 and the remaining half (17,500 common shares) on May 1, 2012 provided that the Reporting Person remains a member of the Company's Board of Directors at such point in time.

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.