

STAFFORD JOHN S JR
Form 4
January 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
STAFFORD JOHN S JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
350 N. ORLEANS STREET, SUITE 2N

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
CHICAGO, IL 60654-1975

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/03/2017 | | G | V 5,000 D \$ 0 0 | | D | |
| Common Stock | 07/03/2017 | | G | V 5,000 A \$ 0 331,671 | | I | By Revocable Trust |
| Common Stock | 01/02/2018 | | M | 5,000 (1) A (1) 5,000 | | D | |
| Common Stock | 01/02/2018 | | G | V 5,000 D \$ 0 0 | | D | |
| Common Stock | 01/02/2018 | | G | V 5,000 A \$ 0 336,671 | | I | By Revocable |

Trust

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 (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 |
|---------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|-----------------|---------------------------------------------------------------|-------------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Unrestricted Stock Award (Right to Acquire) | \$ 0 ⁽¹⁾ | 01/02/2018 | | M | 5,000 | <u>(1)</u> | <u>(1)</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. 01/03/2018

**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)

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On January 2, 2018, the reporting person received 5,000 shares of unrestricted common stock, which were previously granted on February 27, 2017 subject to his continued service as a director, officer or employee of the Company.

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.