FORNEY G DAVID JR

Form 4 May 24, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

2005 Estimated average

0.5

burden hours per response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * FORNEY G DAVID JR | | | 2. Issuer Name and Ticker or Trading Symbol AWARE INC /MA/ [AWRE] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|-----------|--|--|--|--|--|
| G A | (F' 1) | 0.5111.) | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | | |
| C/O AWARE INC, 40 MIDDLESEX TURNPIKE | | IIDDLESEX | 05/24/2011 | Officer (give title Other (specify below) | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| BEDFORD, MA 01730 | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Ac | equired, 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. Securi on(A) or Di (D) (Instr. 3, | ispose | d of | 5. Amount of Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
| | | (Wollin Day/ Tear) | (msu. o) | (msu. 3, | + and | 3) | Following | (Instr. 4) | (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 05/23/2011 | | M | 6,000 (1) | A | \$ 2.52 | 56,408 | D | |
| Common Stock | 05/23/2011 | | D | 4,942 | D | \$ 3.06 | 51,466 | D | |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: FORNEY G DAVID JR - Form 4

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. Transacti Code (Instr. 8) | Secu Acqu (A) o Disp (D) | urities uired or oosed of er. 3, 4, | 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 Share |
| Stock Appreciation Right | \$ 2.52 | 05/23/2011 | | M | | 6,000 | (3) | 05/20/2019 | Common Stock | 6,000 |
| Stock Option (right to buy) | \$ 3.44 | | | | | | <u>(4)</u> | 05/23/2018 | Common Stock | 34,600 |
| Stock Option (right to buy) | \$ 5.06 | | | | | | (5) | 02/12/2017 | Common Stock | 23,000 (2) |
| Stock Option (right to buy) | \$ 6.18 | | | | | | <u>(6)</u> | 02/16/2015 | Common Stock | 15,000 (2) |
| Stock Option (right to buy) | \$ 2.95 | | | | | | <u>(7)</u> | 09/08/2014 | Common Stock | 10,000 (2) |
| Stock Option (right to buy) | \$ 3.39 | | | | | | (8) | 07/05/2012 | Common Stock | 5,000 (2) |
| Stock Option (right to buy) | \$ 3.74 | | | | | | <u>(9)</u> | 09/21/2011 | Common Stock | 8,333 (2) |
| Stock Option (right to buy) | \$ 7.42 | | | | | | (10) | 07/19/2011 | Common Stock | 8,333 (2) |

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. 05/24/2011 Forney, Jr.

Date

Reporting Owners 2

**Signature of Reporting 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).
- On May 23, 2011 1,058 shares were issued pursuant to Mr. Forney's Stock Appreciation Right award as a result of the termination of his services to the Aware, Inc. board of directors.
- 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.
- 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.
- (4) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
- (5) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
- (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.

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.

Signatures 3