AWARE INC /MA/ Form 4 January 06, 2016

FORM 4

OMB APPROVAL

response...

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

SECURITIES

1(b).

(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			
(Last) 350 N. ORLI	(First) EANS STREET	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2016			_X_ DirectorOfficer (given below)		Owner or (specify		
(Street) CHICAGO, IL 60654-1975			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. SecuritionAcquired Disposed (Instr. 3,	(A) o of (D)	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	01/04/2016			M	5,000 (1)	A	\$ 0 (1)	30,000	D	
Common Stock								275,899 (2)	I	By Proxy

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

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SEC 1474

(9-02)

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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. Transactic 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
Unrestricted Stock Award (Right to Acquire)	\$ 0 (1)	01/04/2016		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.

**Signature of Reporting Person

O1/06/2016

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).
- On January 4, 2016, the reporting person received 5,000 shares of unrestricted common stock, which were previously granted on March 26, 2015 subject to his continued service as a director, officer or employee of the Company.
- The reporting person has obtained proxies from the holders of 275,899 shares of common stock granting him the exclusive right to vote those shares of common stock. The reporting person does not have the right to dispose of such shares of common stock nor does he have any pecuniary interest in such shares of common stock. Accordingly, pursuant to Rule 13d-4, the reporting person disclaims beneficial ownership of the 275,899 shares of common stock that are the subject of these proxies.

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.

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