JONES SODA CO Form 4 August 22, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

January 31, Expires: 2005

OMB APPROVAL

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Check this box if no longer subject to 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

1(b).

(Print or Type Responses)

IZELI OCCINA TERLIENI			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			JONES SODA CO [JSDA]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction								
				Ionth/Day/Year)				_X_ Director		Owner	
C/O JONES SODA CO., 1000 1ST AVENUE S., SUITE 100			08/18/2011					below)	below)		
(Street) 4. If Ar				Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SEATTLE, WA 98134				th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Da	te 2A. Deer	med	3.	4. Securit			5. Amount of	6. Ownership	7. Nature of	
Security				\ \ / I				Securities Form: Direct Indirect			
(Instr. 3)		any (Month/Day/Year)		Code (Instr. 8)	(D) 8) (Instr. 3, 4 and 5)			Beneficially (D) or Benefic Owned Indirect (I) Owners			
		(1v1OIItil/1	Day/ I car)	(msu. 8) (msu. 3, 4 and 3)		Following (Instr. 4)		(Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	08/18/2011			A(1)	16,833	A	\$0	135,697	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.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KELLOGG MATTHEW

C/O JONES SODA CO.
1000 1ST AVENUE S., SUITE 100

SEATTLE, WA 98134

Signatures

/s/ Michael R. O'Brien, Attorney-in-Fact

08/22/2011

**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) Represents stock award in lieu of cash otherwise payable on July 1, 2011 to the reporting person as a Director of the issuer for retainers and meeting fees pursuant to the issuer's non-employee director compensation.

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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