

Paup Thomas J  
Form 4  
January 29, 2013

**FORM 4**

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

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 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 \*  
Paup Thomas J

2. Issuer Name and Ticker or Trading Symbol  
AROTECH CORP [ARTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4716 LOHR ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/19/2012

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President-Finance and CFO

ANN ARBOR, MI 46108

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

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/19/2012		M		5,555 A \$ 0	181,971 <sup>(2)</sup>	D
Common Stock	12/19/2012		F <sup>(1)</sup>		1,875 D \$ 1.02	180,096 <sup>(2)</sup>	D
Common Stock	01/12/2013		M		20,000 A \$ 0	200,096 <sup>(2)</sup>	D
Common Stock	01/12/2013		F <sup>(1)</sup>		3,700 D \$ 0.0976	196,396 <sup>(2)</sup>	D
Common Stock	01/12/2013		F <sup>(1)</sup>		2,000 D \$ 0.96	194,396 <sup>(2)</sup>	D

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Common Stock 01/12/2013 F<sup>(1)</sup> 800 D \$ 0.98 193,596 <sup>(2)</sup> 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.**

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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 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)	Amount or Number of Share
Restricted Stock Units <sup>(3)</sup>	\$ 0	01/12/2013		M <sup>(4)</sup>	20,000	12/31/2012 12/31/2022	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Paup Thomas J 4716 LOHR ROAD ANN ARBOR, MI 46108			Vice President-Finance and CFO	

## Signatures

/s/ Thomas J. Paup 01/28/2013

                     \*\*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) Sale of shares in order to pay tax on vested restricted stock units.
- (2) Does not include 100,000 unvested restricted stock units, the vesting of 80,000 of which is subject to future performance criteria.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock.

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(4) Removal of restrictions and issuance of stock on 01/12/2013 due to vesting of restricted stock units on 12/31/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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