

Russell Kevin Thomas
 Form 4
 May 04, 2012

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 *
 Russell Kevin Thomas

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)
 C/O AWARE INC 40 MIDDLESEX TURNPIKE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 Int co-CEO& co-Pres, Gen Cou

BEDFORD, MA 01730

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)
				(A) or (D)	Price		
Common Stock	05/02/2012		M	V	11,750 A \$ 3.27	23,906	D
Common Stock	05/02/2012		M	V	7,500 A \$ 3.27	31,406	D
Common Stock	05/02/2012		M	V	5,000 A \$ 3.27	36,406	D
Common Stock	05/02/2012		M	V	15,000 A \$ 2.95	51,406	D

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Unrestricted Stock Award	\$ 0					(1) (1)	Common Stock 1,875
Stock Option (right to buy)	\$ 3.77					(2) 02/20/2018	Common Stock 30,000
Stock Option (right to buy)	\$ 4.64					(3) 12/05/2017	Common Stock 12,000
Stock Option (right to buy)	\$ 5.05					(4) 12/04/2013	Common Stock 12,000
Stock Option (right to buy)	\$ 2.95	05/02/2012		M	15,000	(5) 09/08/2014	Common Stock 15,000
Stock Option (right to buy)	\$ 3.27	05/02/2012		M	11,750	(6) 10/14/2013	Common Stock 11,750
Stock Option (right to buy)	\$ 3.27	05/02/2012		M	7,500	(7) 10/14/2013	Common Stock 7,500
Stock Option (right to buy)	\$ 3.27	05/02/2012		M	5,000	(8) 10/14/2013	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

Russell Kevin Thomas

C/O AWARE INC 40 MIDDLESEX TURNPIKE
BEDFORD, MA 01730

X

Int co-CEO& co-Pres, Gen Cou

Signatures

/s/ Kevin T.
Russell

05/04/2012

**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).
Shares of unrestricted stock awarded to reporting person under Aware, Inc. 2001 Nonqualified Stock Plan. 1,875 shares will be issued on
- (1) June 30, 2012 provided the reporting person is serving as a director, officer or employee of the Company or any subsidiary of the Company on said date.
- (2) Vests in 20 equal quarterly installments on the last day of each quarter from March 31, 2008 through December 31, 2012.
- (3) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2007 through September 30, 2011.
- (4) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2006 through September 30, 2010.
- (5) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments on the last day of each quarter from December 31, 2004 through September 30, 2006.
- (6) 75% vests on October 14, 2003, the remaining 25% vests in 4 equal quarterly installments of 6.25%, until fully vested.
- (7) 50% vests on October 14, 2003, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (8) 25% vests on October 14, 2003, 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.