

FORNEY G DAVID JR

Form 4

May 22, 2009

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FORNEY G DAVID JR

(Last) (First) (Middle)

C/O AWARE INC, 40 MIDDLESEX  
TURNPIKE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
AWARE INC /MA/ [AWRE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/20/2009

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                         | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 30,000                                                                                                             | 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  
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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)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Stock<br>Appreciation<br>Right                      | \$ 2.52                                                               | 05/20/2009                              |                                                             | A                                       |                                                                                                                 | 6,000                                                          |     | (1)                                                                 | 05/20/2019         | Common<br>Stock | 6,000                              |
| Stock Option<br>(right to buy)                      | \$ 3.44                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (2)                                                                 | 05/23/2018         | Common<br>Stock | 34,600                             |
| Stock Option<br>(right to buy)                      | \$ 5.06                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (3)                                                                 | 02/12/2017         | Common<br>Stock | 23,000                             |
| Stock Option<br>(right to buy)                      | \$ 5.58                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (4)                                                                 | 02/22/2010         | Common<br>Stock | 8,000                              |
| Stock Option<br>(right to buy)                      | \$ 6.18                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (5)                                                                 | 02/16/2015         | Common<br>Stock | 15,000                             |
| Stock Option<br>(right to buy)                      | \$ 2.95                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (6)                                                                 | 09/08/2014         | Common<br>Stock | 10,000                             |
| Stock Option<br>(right to buy)                      | \$ 3.39                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (7)                                                                 | 07/05/2012         | Common<br>Stock | 5,000                              |
| Stock Option<br>(right to buy)                      | \$ 3.74                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (8)                                                                 | 09/21/2011         | Common<br>Stock | 8,333                              |
| Stock Option<br>(right to buy)                      | \$ 7.42                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (9)                                                                 | 07/19/2011         | Common<br>Stock | 8,333                              |
| Stock Option<br>(right to buy)                      | \$ 8.07                                                               |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (10)                                                                | 05/17/2011         | Common<br>Stock | 8,333                              |
| Stock Option<br>(right to buy)                      | \$ 20.375                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (11)                                                                | 10/18/2010         | Common<br>Stock | 5,000                              |
| Stock Option<br>(right to buy)                      | \$ 40.563                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (12)                                                                | 05/24/2010         | Common<br>Stock | 5,000                              |
| Stock Option<br>(right to buy)                      | \$ 63                                                                 |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (13)                                                                | 02/28/2010         | Common<br>Stock | 5,000                              |
| Stock Option<br>(right to buy)                      | \$ 42.9375                                                            |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (14)                                                                | 12/09/2009         | Common<br>Stock | 5,000                              |
| Stock Option<br>(right to buy)                      | \$ 32.375                                                             |                                         |                                                             |                                         |                                                                                                                 |                                                                |     | (15)                                                                | 09/09/2009         | Common<br>Stock | 5,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                             |
|----------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                  | Director    10% Owner    Officer    Other |
| FORNEY G DAVID JR<br>C/O AWARE INC<br>40 MIDDLESEX TURNPIKE<br>BEDFORD, MA 01730 | X                                         |

## Signatures

/s/ George D.  
Forney, Jr.                      05/22/2009

\_\_Signature of Reporting                      Date  
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).
- (1) 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.
  - (2) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
  - (3) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
  - (4) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2006 through December 31, 2009.
  - (5) Vests in full on February 16, 2005.
  - (6) 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.
  - (7) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
  - (8) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
  - (9) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
  - (10) 50% vests on July 1, 2001, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
  - (11) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 2000, until fully vested.
  - (12) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2000, until fully vested.
  - (13) Vests in 16 equal quarterly installments of 6.25%, beginning as of March 31, 2000, until fully vested.
  - (14) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 1999, until fully vested.
  - (15) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 1999, 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.