

BSQUARE CORP /WA
Form 4
February 27, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Jurgensen Jr Elliott H

2. Issuer Name and Ticker or Trading Symbol
BSQUARE CORP /WA [BSQR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
110 - 110TH AVE., NE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

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

BELLEVUE, WA 98004

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	02/25/2015		M		3,125 A \$ 3.04	167,332	D
Common Stock	02/25/2015		S		3,125 D \$ 4.6521	164,207	D
Common Stock	02/25/2015		M		425 A \$ 1.92	164,632	D
Common Stock	02/25/2015		M		1,562 A \$ 2.24	166,194	D
Common Stock	02/25/2015		M		5,738 A \$ 2.36	171,932	D
	02/25/2015		S		4,715 D	167,217	D

Common Stock \$ 4.6521

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.

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
Stock Option (right to buy)	\$ 3.04 ⁽¹⁾	02/25/2015		M	3,125 ⁽¹⁾	06/10/2005 ⁽²⁾ 03/10/2015	Common Stock 3,125
Stock Option (right to buy)	\$ 1.92 ⁽¹⁾	02/25/2015		M	425 ⁽¹⁾	08/10/2005 ⁽²⁾ 05/10/2015	Common Stock 425
Stock Option (right to buy)	\$ 2.24 ⁽¹⁾	02/25/2015		M	1,562 ⁽¹⁾	11/16/2005 ⁽²⁾ 08/16/2015	Common Stock 1,562
Stock Option (right to buy)	\$ 2.36	02/25/2015		M	5,738	02/08/2006 ⁽²⁾ 11/08/2015	Common Stock 5,738

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Jurgensen Jr Elliott H
110 - 110TH AVE., NE
SUITE 300
BELLEVUE, WA 98004

Signatures

/s/ Elliott H.
Jurgensen, Jr.

02/27/2015

__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) On September 30, 2005, the common stock of BSQUARE Corporation split one-for-four. The indicated stock options were adjusted as to price and number of underlying shares from the amounts previously reported to reflect this stock split.
 - (2) The option vested quarterly at a rate of one-eighth of the options per quarter over a 2 year period.

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.