

Jenkins Barry J.
Form 4
March 07, 2013

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 *
Jenkins Barry J.

2. Issuer Name and Ticker or Trading Symbol
SANUWAVE Health, Inc. [SNWV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11475 GREAT OAKS WAY, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)
02/21/2013

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

Chief Financial Officer

(Street)
ALPHARETTA, GA 30022

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)
Common Stock, \$0.001 par value				(A) or (D) Price	202,242	D	

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

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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 Security (Instr. 3 and 4)	Amount of Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date		
Options	\$ 2.92	02/21/2013		D		356,037	(2)	10/24/2016	Common Stock, \$0.001 par value	35
Options	\$ 5.25	02/21/2013		D		121,722	(3)	10/24/2016	Common Stock, \$0.001 par value	12
Options	\$ 4.05	02/21/2013		D		20,000	(4)	01/29/2020	Common Stock, \$0.001 par value	20
Options	\$ 2	02/21/2013		D		175,000	(5)	11/01/2020	Common Stock, \$0.001 par value	17
Options	\$ 0.35	02/21/2013		A		822,759	(6)	02/21/2023	Common Stock, \$0.001 par value	82

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jenkins Barry J. 11475 GREAT OAKS WAY, SUITE 150 ALPHARETTA, GA 30022			Chief Financial Officer	

Signatures

/s/ Barry J. Jenkins
03/07/2013

**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).

On February 21, 2013, the issuer, by mutual agreement with the reporting person, cancelled options granted to the reporting person on

- (1) October 24, 2006, January 29, 2010, and November 1, 2010. In exchange for these options, the reporting person received a new option to purchase 822,759 shares of common stock, \$0.001 par value, at an exercise price of \$0.35 per share.
- (2) This option for 356,037 shares fully vested on April 10, 2012.
- (3) This option for 121,722 shares fully vested on April 10, 2012.
- (4) This option for 20,000 shares would have vested on the following schedule: (i) 5,000 vested on January 29, 2011; (ii) 5,000 vested on January 29, 2012; (iii) 5,000 vested on January 29, 2013; and (iv) 5,000 would have vested on January 29, 2014.
- (5) This option for 175,000 shares fully vested on November 1, 2010.
- (6) This option for 822,759 shares vests on the following schedule: (i) 274,253 upon the date of grant; (ii) 274,253 on February 21, 2014; and (iii) 274,253 on February 21, 2015.

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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