Edgar Filing: AWARE INC /MA/ - Form 4

AWARE IN Form 4	С /МА/										
December 1									OMB AI	PPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: January 3: 200 Estimated average burden hours per response 0.				
Form 5 obligatio may cont <i>See</i> Instru 1(b).	ns Section 17	(a) of the	Public Ut		ling Com	pany	Act of	e Act of 1934, E 1935 or Section 40	n		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> STAFFORD JOHN S JR			2. Issuer Name and Ticker or Trading Symbol AWARE INC /MA/ [AWRE]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Che					(Chec	k all applicable)		
230 S. LASALLE STREET, SUITE 400			(Month/Day/Year) 12/10/2008					DirectorOfficer (give title below)Other (specify below)			
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CHICAGO,	IL 60604-1408							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Dat any (Month/Day/Y			3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed	l of (D)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	12/10/2008			Р	386	А	\$ 1.66	3,808,804	D		
Common Stock	12/10/2008			Р	21,100	А	\$ 1.67	3,829,904	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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Add	rocc	Relationships						
Reporting Owner Maine / Adu	Director	10% Owner	Officer	Other				
STAFFORD JOHN S JR 230 S. LASALLE STREET SUITE 400 CHICAGO, IL 60604-1408	-	Х						
Signatures								
/s/ John Stafford	12/10/2008							
**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).

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.