BSQUARE CORP/WA Form 4/A April 13, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16.

**SECURITIES** Form 4 or Form 5 obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * CROWLEY BRIAN			2. Issuer Name and Ticker or Trading Symbol BSQUARE CORP /WA [BSQR]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	(Middle)	3 Date of	Earliest Tra	neaction		-	(Chec	ck all applicable	e)	
(Lust)	(1 1131)	(Wildaic)			iiisactioii			X Director	100	Owner	
110 - 110TH	AVE., NE, SU	ITE 200	(Month/Da 04/02/20	•				X Officer (give below)		er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)					Applicable Line)					
BELLEVUE	, WA 98004		04/03/20	)12				_X_ Form filed by Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ities Acq	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or Di (D) (Instr. 3,	spose	d of 5) Price	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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock (1)	04/02/2012			F	782 (2)	D	\$ 3.35	143,213	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: BSQUARE CORP /WA - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>rs</b>	Director	10% Owner	Officer	Other			
CROWLEY BRIAN 110 - 110TH AVE., NE SUITE 200 BELLEVUE, WA 98004	X		President and CEO				

# **Signatures**

/s/ Brian T.
Crowley

\*\*Signature of Reporting Person

O4/13/2012

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) The Form 4 is being amended to remove any reference to shares acquired on April 2, 2012 as the acquisition of all shares underlying the restricted stock unit grant was previously reported by the Reporting Person on the Form 4 filed on August 19, 2011.
- (2) Represents shares that were withheld to pay the minimum tax liability for the restricted stock units that vested on April 2, 2012.

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.

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