

REED CHRISTOPHER J  
 Form 4/A  
 April 11, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**REED CHRISTOPHER J**

(Last) (First) (Middle)  
 13000 S. SPRING STREET  
 (Street)

LOS ANGELES, CA 90061

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**REEDS INC [REED]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 01/28/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/18/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 12/31/2012                           |  | G <sup>(1)</sup>               | 3,500 D \$ 0  | 2,384,225   | D  |                                   |

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

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Options                    | \$ 1.14  |                                      |  |                                |   | 12/23/2011 <sup>(2)</sup> 12/22/2016                     | Common Stock  | 50,000                     |
| Incentive Stock Options                    | \$ 4   | 03/04/2013                           |  | A                              | 25,000  | 03/04/2013 <sup>(3)</sup> 03/03/2018                     | Common Stock  | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| REED CHRISTOPHER J<br>13000 S. SPRING STREET<br>LOS ANGELES, CA 90061  | X             |           | Chief Operating Officer |       |
| REED JUDIE HOLLOWAY<br>13000 S. SPRING STREET<br>LOS ANGELES, CA 90061 | X             |           |                         |       |

## Signatures

Christopher Reed  
04/11/2013  
\*\*Signature of Reporting Person Date

Judy Reed  
04/11/2013  
\*\*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).

- (1) Donation to a tax exempt charitable organization
- (2) 25,000 shares vested on 12-23-12 and 25,000 shares vest on 12-23-13
- (3) 6,250 shares vest upon grant, 6,250 shares vest on first three anniversaries of grant.

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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