

FORNEY G DAVID JR  
Form 4  
May 24, 2011

**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 \*  
FORNEY G DAVID JR

(Last) (First) (Middle)

C/O AWARE INC, 40 MIDDLESEX  
TURNPIKE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AWARE INC /MA/ [AWRE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/24/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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                    | 05/23/2011                           |  | M                              |   | 6,000<br>(1)<br>\$ 2.52  | A  | 56,408 D                          |
| Common Stock                    | 05/23/2011                           |  | D                              |   | 4,942<br>\$ 3.06   | D  | 51,466 D                          |

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

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(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 Appreciation Right                   | \$ 2.52  | 05/23/2011                           |  | M                              | 6,000   | (3)  | 05/20/2019  | Common Stock | 6,000                      |
| Stock Option (right to buy)                | \$ 3.44  |                                      |  |                                |   | (4)  | 05/23/2018  | Common Stock | 34,600                     |
| Stock Option (right to buy)                | \$ 5.06  |                                      |  |                                |   | (5)  | 02/12/2017  | Common Stock | 23,000<br>(2)              |
| Stock Option (right to buy)                | \$ 6.18  |                                      |  |                                |   | (6)  | 02/16/2015  | Common Stock | 15,000<br>(2)              |
| Stock Option (right to buy)                | \$ 2.95  |                                      |  |                                |   | (7)  | 09/08/2014  | Common Stock | 10,000<br>(2)              |
| Stock Option (right to buy)                | \$ 3.39  |                                      |  |                                |   | (8)  | 07/05/2012  | Common Stock | 5,000<br>(2)               |
| Stock Option (right to buy)                | \$ 3.74  |                                      |  |                                |   | (9)  | 09/21/2011  | Common Stock | 8,333<br>(2)               |
| Stock Option (right to buy)                | \$ 7.42  |                                      |  |                                |   | (10)   | 07/19/2011  | Common Stock | 8,333<br>(2)               |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FORNEY G DAVID JR<br>C/O AWARE INC<br>40 MIDDLESEX TURNPIKE<br>BEDFORD, MA 01730 |               | X         |         |       |

## Signatures

/s/ George D.  
Forney, Jr. 05/24/2011  
Date

\*\*Signature of Reporting  
Person

## 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 May 23, 2011 1,058 shares were issued pursuant to Mr. Forney's Stock Appreciation Right award as a result of the termination of his services to the Aware, Inc. board of directors.
- (2) Option was amended on September 9, 2009; the holder shall now have the right to exercise this option within two years after the date of termination of services, but not later than the expiration date of the agreement.
- (3) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2009 through March 31, 2011 and is exercisable upon the date the reporting person ceases to serve on the board of directors of Aware, Inc. or expiration, whichever is sooner.
- (4) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
- (5) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
- (6) Vests in full on February 16, 2005.
- (7) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments of 6.25%, beginning as of December 31, 2004, until fully vested.
- (8) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
- (9) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
- (10) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.

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.