

ARI NETWORK SERVICES INC /WI
 Form 4
 April 08, 2014

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 *
 DEARING BRIAN E

2. Issuer Name and Ticker or Trading Symbol
 ARI NETWORK SERVICES INC /WI [ARIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

10850 W. PARK PLACE, SUITE 1200

04/04/2014

(Street)

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

MILWAUKEE, WI 53224

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/04/2014		M		8,933 A \$ 1.565	290,236	D
Common Stock	04/04/2014		S		600 D \$ 3.1	289,636	D
Common Stock	04/04/2014		S		200 D \$ 3.1001	289,436	D
Common Stock	04/04/2014		S		100 D \$ 3.1102	289,336	D
Common Stock	04/04/2014		S		100 D \$ 3.12	289,236	D

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Common Stock	04/04/2014	S	6,200	D	\$ 3.13	283,036	D	
Common Stock	04/04/2014	S	400	D	\$ 3.1301	282,636	D	
Common Stock	04/04/2014	S	100	D	\$ 3.14	282,536	D	
Common Stock	04/04/2014	S	644	D	\$ 3.15	281,892	D	
Common Stock	04/04/2014	S	56	D	\$ 3.151	281,836	D	
Common Stock	04/04/2014	S	533	D	\$ 3.16	281,303	D	
Common Stock						27,051	I	By 401(k) Plan

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option	\$ 1.565	04/04/2014		M	8,933	07/31/2006 05/21/2014	Common Stock	8,933

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEARING BRIAN E 10850 W. PARK PLACE	X			

SUITE 1200
MILWAUKEE, WI 53224

Signatures

Mary L. Pierson (pursuant to Power of Attorney previously
filed)

04/08/2014

__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.

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