

VASCO DATA SECURITY INTERNATIONAL INC

Form 4

August 23, 2012

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 *
HUNT T KENDALL

2. Issuer Name and Ticker or Trading Symbol
VASCO DATA SECURITY INTERNATIONAL INC [VDSI]

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)

1901 S. MEYERS ROAD, SUITE 210

08/21/2012

Chief Executive Officer

(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

OAKBROOK TERRACE, IL 60181

(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)
Common Stock, \$0.001 par value				(A)	343,680 ⁽²⁾	I	By the TKH Trust
Common Stock, \$0.001 par value				(A)	100,000	I	By the Barbara J. Hunt Marital Trust
Common Stock, \$0.001 par				(A)	511,300	I	By the Estate of Barbara J. Hunt

value									
Common Stock, \$0.001 par value	06/15/2012	G	V	1,000	A	\$ 0	1,000	I	Stepdaughter <u>(1)</u>
Common Stock, \$0.001 par value	06/15/2012	G	V	1,000	D	\$ 0	8,098,087 ⁽²⁾	D	
Common Stock, \$0.001 par value	06/15/2012	G	V	500	D	\$ 0	8,097,587	D	
Common Stock, \$0.001 par value	08/21/2012	M		785	A	\$ 0.72	8,098,372	D	
Common Stock, \$0.001 par value	08/21/2012	S		785	D	\$ 10.1	8,097,587	D	
Common Stock, \$0.001 par value	08/22/2012	M		1,000	A	\$ 0.72	8,098,587	D	
Common Stock, \$0.001 par value	08/22/2012	S		1,000	D	\$ 10.1	8,097,587	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)	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)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock, \$0.001 par value	\$ 2.53						01/08/2004	01/08/2014	Common Stock, \$0.001 par value	125,000
Option to Purchase Common Stock, \$0.001 par value	\$ 0.72	08/21/2012	M			785	01/09/2003	01/09/2013	Common Stock, \$0.001 par value	785
Option to Purchase Common Stock, \$0.001 par value	\$ 0.72	08/22/2012	M			1,000	01/09/2003	01/09/2013	Common Stock, \$0.001 par value	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNT T KENDALL 1901 S. MEYERS ROAD SUITE 210 OAKBROOK TERRACE, IL 60181	X	X	Chief Executive Officer	

Signatures

/s/ Clifford K. Bown,
Attorney-in-Fact

08/23/2012

**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).
- This transaction involved a gift of securities by the reporting person to his stepdaughter who shares the reporting person's household. The
- (1) reporting person disclaims beneficial ownership of the shares held by his stepdaughter and this report should not be deemed as admission that the reporting person is the beneficial owner of his stepdaughter's shares for purposes of Section 16 or for any other purpose.
 - (2) Adjusted to properly reflect the prior sale of 56,320 indirect shares previously reported as direct share sales on Form 4s filed December 3, 2010 and December 13, 2010 and Form 5 filed January 12, 2011.

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.