

VASCO DATA SECURITY INTERNATIONAL INC

Form 4

August 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
1901 SOUTH MEYERS ROAD,
SUITE 210

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

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

(Street)
OAKBROOK TERRACE, IL 60181

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

(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)
				(A) or (D)	Amount		
Common Stock, \$0.001 par value				(A)	343,680	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				(A)	511,300	I	By the estate of Barbara J. Hunt

Edgar Filing: VASCO DATA SECURITY INTERNATIONAL INC - Form 4

par value								
Common Stock, \$0.001 par value						1,000	I	Stepdaughter <u>(1)</u>
Common Stock, \$0.001 par value	08/24/2012	M	31,064	A	\$ 0.72	8,128,651	D	
Common Stock, \$0.001 par value	08/24/2012	S	30,764	D	\$ 9.5	8,097,887	D	
Common Stock, \$0.001 par value	08/24/2012	S	200	D	\$ 9.515	8,097,687	D	
Common Stock, \$0.001 par value	08/24/2012	S	100	D	\$ 9.55	8,097,587	D	
Common Stock, \$0.001 par value	08/27/2012	M	31,400	A	\$ 0.72	8,128,987	D	
Common Stock, \$0.001 par value	08/27/2012	S	1,640	D	\$ 9.52	8,127,347	D	
Common Stock, \$0.001 par value	08/27/2012	S	929	D	\$ 9.53	8,126,418	D	
Common Stock, \$0.001 par value	08/27/2012	S	3,731	D	\$ 9.54	8,122,687	D	
Common Stock, \$0.001 par value	08/27/2012	S	788	D	\$ 9.55	8,121,899	D	
Common Stock, \$0.001 par value	08/27/2012	S	1,509	D	\$ 9.56	8,120,390	D	

Edgar Filing: VASCO DATA SECURITY INTERNATIONAL INC - Form 4

Common Stock, \$0.001 par value	08/27/2012	S	2,810	D	\$ 9.57	8,117,580	D
Common Stock, \$0.001 par value	08/27/2012	S	6,030	D	\$ 9.58	8,111,550	D
Common Stock, \$0.001 par value	08/27/2012	S	2,923	D	\$ 9.59	8,108,627	D
Common Stock, \$0.001 par value	08/27/2012	S	3,378	D	\$ 9.6	8,105,249	D
Common Stock, \$0.001 par value	08/27/2012	S	1,262	D	\$ 9.61	8,103,987	D
Common Stock, \$0.001 par value	08/27/2012	S	1,400	D	\$ 9.62	8,102,587	D
Common Stock, \$0.001 par value	08/27/2012	S	580	D	\$ 9.63	8,102,007	D
Common Stock, \$0.001 par value	08/27/2012	S	1,300	D	\$ 9.64	8,100,707	D
Common Stock, \$0.001 par value	08/27/2012	S	173	D	\$ 9.65	8,100,534	D
Common Stock, \$0.001 par value	08/27/2012	S	1,910	D	\$ 9.66	8,098,624	D
Common Stock, \$0.001 par value	08/27/2012	S	137	D	\$ 9.67	8,098,487	D
	08/27/2012	S	400	D	\$ 9.68	8,098,087	D

Edgar Filing: VASCO DATA SECURITY INTERNATIONAL INC - Form 4

Common
Stock,
\$0.001
par value

Common
Stock,
\$0.001
par value

Common
Stock,
\$0.001
par value

08/27/2012 S 400 D \$ 9.7 8,097,687 D

08/27/2012 S 100 D \$ 9.71 8,097,587 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 of Number of Shares
Option to Purchase Common Stock, \$0.001 par value	\$ 2.53					01/08/2007 01/08/2014	Common Stock, \$0.001 par value 125,000
Option to Purchase Common Stock, \$0.001 par value	\$ 0.72	08/24/2012		M	31,064	01/09/2006 01/09/2013	Common Stock, \$0.001 par value 31,064
Option to Purchase Common Stock, \$0.001 par value	\$ 0.72	08/27/2012		M	31,400	01/09/2006 01/09/2013	Common Stock, \$0.001 par value 31,400

\$0.001
par value

Reporting Owners

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

Signatures

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

08/28/2012

__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.

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.