

VASCO DATA SECURITY INTERNATIONAL INC

Form 4

August 31, 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)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2012

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

1901 SOUTH MEYERS ROAD,
SUITE 210

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Amount | | |
| | | | Code | V | Amount | | |
| Common Stock, \$0.001 par value | | | | | 343,680 | I | By the TKH Trust |
| Common Stock, \$0.001 par value | | | | | 100,000 | I | By the Barbara J. Hunt Marital Trust |
| Common Stock, \$0.001 par | | | | | 511,300 | I | By the estate of Barbara J. Hunt |

Edgar Filing: VASCO DATA SECURITY INTERNATIONAL INC - Form 4

| | | | | | | | | |
|--|------------|---|--------|---|------------|---|-----------|----------------------------|
| value | | | | | | | | |
| Common Stock, \$0.001 par value | | | | | 1,000 | I | | Stepdaughter <u>(1)</u> |
| Common Stock, \$0.001 par value | 08/29/2012 | M | 25,000 | A | \$ 0.72 | | 8,122,587 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 2,800 | D | \$ 9.5 | | 8,119,787 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 5,010 | D | \$ 9.51 | | 8,114,777 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,300 | D | \$ 9.52 | | 8,113,477 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 2,322 | D | \$ 9.53 | | 8,111,155 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,449 | D | \$ 9.54 | | 8,109,706 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,819 | D | \$ 9.55 | | 8,107,887 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,800 | D | \$ 9.56 | | 8,106,087 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 900 | D | \$ 9.57 | | 8,105,187 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 2,100 | D | \$ 9.58 | | 8,103,087 | D |

Edgar Filing: VASCO DATA SECURITY INTERNATIONAL INC - Form 4

| | | | | | | | |
|--|------------|---|-------|---|------------|-----------|---|
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,400 | D | \$ 9.59 | 8,101,687 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,200 | D | \$ 9.6 | 8,100,487 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 800 | D | \$ 9.61 | 8,099,687 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 1,500 | D | \$ 9.62 | 8,098,187 | D |
| Common Stock, \$0.001 par value | 08/29/2012 | S | 600 | D | \$ 9.63 | 8,097,587 | D |
| Common Stock, \$0.001 par value | 08/30/2012 | M | 1,542 | A | \$ 0.72 | 8,099,129 | D |
| Common Stock, \$0.001 par value | 08/30/2012 | S | 600 | D | \$ 9.54 | 8,098,529 | D |
| Common Stock, \$0.001 par value | 08/30/2012 | S | 542 | D | \$ 9.5 | 8,097,987 | D |
| Common Stock, \$0.001 par value | 08/30/2012 | S | 300 | D | \$ 9.51 | 8,097,687 | D |
| Common Stock, \$0.001 par value | 08/30/2012 | S | 100 | D | \$ 9.52 | 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 | 08/29/2012 | | M | 25,000 | 01/09/2006 | 01/09/2013 | Common Stock, \$0.001 par value | 25,000 |
| Option to Purchase Common Stock, \$0.001 par value | \$ 0.72 | 08/30/2012 | | M | 1,542 | 01/09/2006 | 01/09/2013 | Common Stock, \$0.001 par value | 1,542 |

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

08/31/2012

**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).

These shares held by the reporting person's stepdaughter who shares the reporting person's household. The reporting person disclaims
(1) 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.