

VASCO DATA SECURITY INTERNATIONAL INC  
 Form 5  
 February 13, 2013

# FORM 5

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

OMB APPROVAL  
 OMB Number: 3235-0362  
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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person \*  
 HUNT T KENDALL

(Last) (First) (Middle)

1901 SOUTH MEYERS ROAD,  
 SUITE 210

(Street)

2. Issuer Name and Ticker or Trading Symbol

VASCO DATA SECURITY INTERNATIONAL INC [VDSI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

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)  
 Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

OAKBROOK  
 TERRACE, IL 60181

(City) (State) (Zip)

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 Beneficially Owned at end of Issuer's Fiscal Year (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	Â	Â	Â	Â Â Â	100,000 <sup>(1)</sup>	I	By the Barbara J. Hunt Marital Trust
Common Stock, \$0.001 par value	Â	Â	Â	Â Â Â	511,300 <sup>(1)</sup>	I	By the estate of Barbara J. Hunt

Common Stock, \$0.001 par value	Â	Â	Â	Â	Â	Â	100,000 <sup>(2)</sup>	I	By the Charitable Remainder Trust <sup>(3)</sup>
Common Stock, \$0.001 par value	Â	Â	Â	Â	Â	Â	1,000 <sup>(4)</sup>	I	Stepdaughter
Common Stock, \$0.001 par value	Â	Â	Â	Â	Â	Â	8,356,267 <sup>(5)</sup>	D	Â

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock, \$0.001 par value	\$ 2.53	Â	Â	Â	Â Â	01/08/2007 01/08/2014	Common Stock, \$0.001 par value 125,000

## 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	Â X	Â X	Â Chief Executive Officer	Â

## Signatures

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

02/13/2013

\_\_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).

(1) These indirect holdings were mistakenly omitted from Forms 4 filed between December 12, 2006 and August 23, 2012. In March 2010, the Estate of Barbara J. Hunt transferred 500,000 shares to the Barbara J. Hunt Marital Trust. In October 2010, the Barbara J. Hunt Marital Trust transferred 400,000 shares to the TKH Trust. These transactions were not previously reported, but were exempt transactions.

(2) This indirect holding was mistakenly omitted from Forms 4 filed between December 12, 2006 and August 23, 2012.

(3) The reporting person disclaims beneficial ownership to the extent he does not have a pecuniary interest in the securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or any other purpose.

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

(5) Includes 343,680 shares held by TKH trust, a revocable trust, previously reported separately.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.