

KERR JOHN K  
Form 4  
December 17, 2010

# FORM 4

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

OMB APPROVAL

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## 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 \*  
KERR JOHN K

(Last) (First) (Middle)

C/O AWARE INC, 40 MIDDLESEX  
TURNPIKE

(Street)

BEDFORD, MA 01730

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
AWARE INC /MA/ [AWRE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/16/2010

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)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/16/2010		G	V <u>6,000</u> <sup>(1)</sup> D \$ 0	695,996	D	
Common Stock	12/16/2010		G	V <u>8,000</u> <sup>(2)</sup> D \$ 0	687,996	D	
Common Stock	12/16/2010		G	V <u>8,000</u> <sup>(3)</sup> D \$ 0	679,996	D	
Common Stock	12/16/2010		G	V <u>8,000</u> <sup>(3)</sup> D \$ 0	671,996	D	

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

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(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)	8. Amount or Number of Shares
Stock Appreciation Right	\$ 2.52					<u>(5)</u> 05/20/2019	Common Stock	6,000
Stock Option (right to buy)	\$ 3.44					<u>(6)</u> 05/23/2018	Common Stock	47,500
Stock Option (right to buy)	\$ 5.06					<u>(7)</u> 02/12/2017	Common Stock	36,500 <u>(4)</u>
Stock Option (right to buy)	\$ 6.18					<u>(8)</u> 02/16/2015	Common Stock	27,500 <u>(4)</u>
Stock Option (right to buy)	\$ 2.95					<u>(9)</u> 09/08/2014	Common Stock	15,000 <u>(4)</u>
Stock Option (right to buy)	\$ 2.09					<u>(10)</u> 06/02/2013	Common Stock	40,750 <u>(4)</u>
Stock Option (right to buy)	\$ 3.39					<u>(11)</u> 07/05/2012	Common Stock	10,000 <u>(4)</u>
Stock Option (right to buy)	\$ 3.74					<u>(12)</u> 09/21/2011	Common Stock	10,000 <u>(4)</u>
Stock Option (right to buy)	\$ 7.42					<u>(13)</u> 07/19/2011	Common Stock	10,000 <u>(4)</u>
Stock Option (right to buy)	\$ 8.07					<u>(14)</u> 05/17/2011	Common Stock	10,000 <u>(4)</u>

