

REITER EDMUND C  
Form 4  
January 10, 2011

**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 \*  
REITER EDMUND C

(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)  
01/10/2011

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)

President and CEO

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)
				(A) or (D) Price			
Common Stock	01/07/2011		A	35,714 (1)	A \$ 0 45,875	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 or Number of Shares
Unrestricted Stock Award	\$ 0					(2)	(2)	Common Stock	107,143
Stock Appreciation Right	\$ 2.52					(4)	05/20/2019	Common Stock	24,000
Stock Option (right to buy)	\$ 3.44					(5)	05/23/2018	Common Stock	151,200
Stock Option (right to buy)	\$ 6.07					(5)	02/09/2015	Common Stock	4,324 (3)
Stock Option (right to buy)	\$ 6.07					(5)	02/09/2015	Common Stock	245,676 (3)
Stock Option (right to buy)	\$ 6.07					(6)	02/09/2015	Common Stock	350,000 (3)
Stock Option (right to buy)	\$ 2.95					(6)	09/08/2014	Common Stock	77,648 (3)
Stock Option (right to buy)	\$ 2.95					(7)	09/08/2014	Common Stock	22,352 (3)
Stock Option (right to buy)	\$ 3.27					(7)	10/14/2013	Common Stock	30,581 (3) (12)
Stock Option (right to buy)	\$ 3.27					(8)	10/14/2013	Common Stock	91,052 (3) (12)
Stock Option (right to buy)	\$ 3.27					(9)	10/14/2013	Common Stock	40,000 (3) (12)
Stock Option (right to buy)	\$ 3.27					(10)	10/14/2013	Common Stock	100,002 (3) (12)
Stock Option (right to buy)	\$ 3.27					(11)	10/14/2013	Common Stock	65,000 (3) (12)

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

REITER EDMUND C
C/O AWARE INC
40 MIDDLESEX TURNPIKE
BEDFORD, MA 01730
X President and CEO

Signatures

/s/ Edmund C. Reiter 01/10/2011

\*\*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) Shares of unrestricted stock issued to reporting person on January 7, 2011.
(2) Shares of unrestricted stock awarded to reporting person under Aware, Inc. 2001 Nonqualified Stock Plan. The shares will be issued as follows; 35,714 shares on December 31, 2010, 35,714 shares on June 30, 2011, 35,714 shares on December 31, 2011, and 35,715 shares on June 30, 2012 provided the reporting person is serving as a director, officer or employee of the Company or any subsidiary of the Company on said dates.
(3) Option was amended on September 9, 2009; the holder shall now have the right to exercise this option within two years after the date of termination of services, but not later than the expiration date of the agreement.
(4) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2009 through March 31, 2011 and is exercisable upon the date the reporting person ceases to be paid by Aware, Inc. for services or expiration, whichever is sooner.
(5) Vests in 16 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2012.
(6) Vests in full on February 9, 2005.
(7) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments of 6.25%, beginning as of December 31, 2004, until fully vested.
(8) Vests in full on October 14, 2003.
(9) 75% vests on October 14, 2003, the remaining 25% vests in 4 equal quarterly installments of 6.25%, until fully vested.
(10) 50% vests on October 14, 2003, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
(11) 25% vests on October 14, 2003, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
(12) Option received by reporting person in exchange for cancellation of one or more options on April 3, 2003 pursuant to issuer's option exchange program.

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