

FORNEY G DAVID JR  
Form 4  
February 14, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
FORNEY G DAVID JR

(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)  
02/12/2007

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.06	02/12/2007			A		23,000		<u>(1)</u>	02/12/2017	Common Stock	23,000
Stock Option (right to buy)	\$ 5.58								<u>(2)</u>	02/22/2010	Common Stock	8,000
Stock Option (right to buy)	\$ 6.18								<u>(3)</u>	02/16/2015	Common Stock	15,000
Stock Option (right to buy)	\$ 2.95								<u>(4)</u>	09/08/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 2.09								<u>(5)</u>	06/02/2013	Common Stock	30,000
Stock Option (right to buy)	\$ 3.39								<u>(6)</u>	07/05/2012	Common Stock	5,000
Stock Option (right to buy)	\$ 3.74								<u>(7)</u>	09/21/2011	Common Stock	8,333
Stock Option (right to buy)	\$ 7.42								<u>(8)</u>	07/19/2011	Common Stock	8,333
Stock Option (right to buy)	\$ 8.07								<u>(9)</u>	05/17/2011	Common Stock	8,333
Stock Option	\$ 20.375								<u>(10)</u>	10/18/2010	Common Stock	5,000

(right to buy)

Stock Option (right to buy)	\$ 40.563	(11)	05/24/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 63	(12)	02/28/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 42.9375	(13)	12/09/2009	Common Stock	5,000
Stock Option (right to buy)	\$ 32.375	(14)	09/09/2009	Common Stock	5,000
Stock Option (right to buy)	\$ 53.125	(15)	05/04/2009	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORNEY G DAVID JR C/O AWARE INC. 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730		X		

## Signatures

/s/ George D. Forney, Jr.                      02/14/2007

\_\_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) Vests in 16 equal quarterly installments on the last day of each quarter from March 31 2007 through December 31, 2010.
- (2) Vests in 16 equal quarterly installments on the last day of each quarter from March 31 2006 through December 31, 2009.
- (3) Vests in full on February 16, 2005.
- (4)

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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.

- (5) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2003, until fully vested.
- (6) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
- (7) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
- (8) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
- (9) 50% vests on July 1, 2001, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (10) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 2000, until fully vested.
- (11) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2000, until fully vested.
- (12) Vests in 16 equal quarterly installments of 6.25%, beginning as of March 31, 2000, until fully vested.
- (13) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 1999, until fully vested.
- (14) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 1999, until fully vested.
- (15) Vests in full on May 4, 1999.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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