

AWARE INC /MA/  
Form 4  
May 27, 2008

**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 \*  
**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)  
**05/27/2008**

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)
Common Stock				(A) or (D) Code V Amount (D) Price	693,588	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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.44	05/23/2008		A		(1) 05/23/2018		Common Stock	47,500
Stock Option (right to buy)	\$ 5.06					(2) 02/12/2017		Common Stock	36,500
Stock Option (right to buy)	\$ 5.58					(3) 02/22/2010		Common Stock	21,500
Stock Option (right to buy)	\$ 6.18					(4) 02/16/2015		Common Stock	27,500
Stock Option (right to buy)	\$ 2.95					(5) 09/08/2014		Common Stock	15,000
Stock Option (right to buy)	\$ 2.09					(6) 06/02/2013		Common Stock	40,750
Stock Option (right to buy)	\$ 3.39					(7) 07/05/2012		Common Stock	10,000
Stock Option (right to buy)	\$ 3.74					(8) 09/21/2011		Common Stock	10,000
Stock Option (right to buy)	\$ 7.42					(9) 07/19/2011		Common Stock	10,000

Stock Option (right to buy)	\$ 8.07	<u>(10)</u>	05/17/2011	Common Stock	10,000
Stock Option (right to buy)	\$ 20.375	<u>(11)</u>	10/18/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 31.25	<u>(12)</u>	01/14/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 34.0625	<u>(13)</u>	03/05/2009	Common Stock	30,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KERR JOHN K C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730		X		

## Signatures

/s/ John K. Kerr                      05/27/2008

\_\_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 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
- (2) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
- (3) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2006 through December 31, 2009.
- (4) Vests in full on February 16, 2005.
- (5) 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.
- (6) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2003, until fully vested.
- (7) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
- (8) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
- (9) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.

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- (10) 50% vests on July 1, 2001, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (11) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 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 full on March 5, 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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