

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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**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)	\$ 0 45,875	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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

