

GROVER ROBERT O
Form 4
November 06, 2012

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 *
GROVER ROBERT O

2. Issuer Name and Ticker or Trading Symbol
PCS EDVENTURES COM INC
[PCSV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	05/15/2012		A	(A) or (D) A	150,000 (2) \$ 0.06	1,022,871 (1)	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 Security (Instr. 3 and 4)
Incentive Stock Option Award	\$ 0.06	05/15/2012		A	850,000	07/15/2012 ⁽³⁾ 05/15/2017 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROVER ROBERT O	X		CEO	

Signatures

Robert Grover 11/06/2012
 **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 Beneficially Owned as of 11/06/2012
- (2) Rule 144 Restricted Stock issued under 2009 Equity Incentive Plan per Employment Agreement dated 05/15/2012

Per Incentive Stock Option Award issued under 2009 Equity Incentive Plan - the Exercise Date is broken down into different goals in which a number of shares become available for exercise: 07/15/12 - 25,000 shares - expires 07/15/15 11/01/12 - 100,000 shares - expires 11/01/15 12/31/12 - 25,000 shares - expires 12/31/15 02/01/13 - 50,000 shares - expires 05/15/16 02/01/13 - 100,000 shares - expires 05/15/16 04/01/13 - 25,000 shares - expires 04/01/16 05/01/13 - 100,000 shares - expires 05/15/16 06/01/13 - 75,000 shares - expires 05/15/18 07/01/13 - 25,000 shares - expires 07/01/16 05/01/14 - 75,000 shares - expires 05/15/17 01/01/14 - 25,000 shares - expires 05/15/17 06/01/13 - 75,000 shares - expires 05/15/16 06/01/14 - 75,000 shares - expires 06/01/18 06/01/15 - 75,000 shares - expires 05/15/18

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.