Holst Peter
Form 4
January 17, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Holst Peter

(Last) (First) (Middle)

430 MOUNTAIN AVENUE, SUITE 301

(Street)

MURRAY HILL, NJ 07974

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GLOWPOINT, INC. [GLOW]

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2013

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)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/13/2013		A		100,000	A	$ 0 (1)	791,305	D	

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

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

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
Stock Option (right to buy)	$ 1.98	01/13/2013		A		875,000		(2)	01/13/2013	Common Stock	875,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holst Peter 430 MOUNTAIN AVENUE SUITE 301 MURRAY HILL, NJ 07974			PRESIDENT AND CEO	

Signatures

/s/ Peter J. Holst	01/17/2013
**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) These shares of restricted stock were granted in connection with the reporting person's appointment as President and Chief Executive Officer of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These shares will vest as 25% on the first anniversary of the grant date, with the remainder vesting in equal monthly installments for 36 months on the monthly anniversary of the grant date. Vesting will accelerate in the event of the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan).

(2) These options were granted in connection with the reporting person's appointment as President and Chief Executive Officer of the issuer and without payment of consideration pursuant to the issuer's 2007 Stock Incentive Plan. These options will vest as to 25% on the first anniversary of the grant date, with the remainder vesting in equal monthly installments for 36 months on the monthly anniversary of the grant date. Vesting will accelerate in event of the issuer's Change of Control or Corporate Transaction (each as defined in the issuer's 2007 Stock Incentive Plan).

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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