

Zucker Anita G
Form 4
March 07, 2018

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 *
Zucker Anita G

2. Issuer Name and Ticker or Trading Symbol
VICON INDUSTRIES INC /NY/ [VII]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4838 JENKINS AVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2018

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

N CHARLESTON, SC 29405

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/05/2018 | | S(1) | 48,154 D \$ 0.4015 | 7,451,846 | I | See footnote (2) |
| Common Stock | 03/06/2018 | | S(1) | 500 D \$ 0.4095 | 7,451,346 | I | See footnote (2) |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-----------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount |
| Warrants | \$ 0.4 | 04/20/2017 | | J ⁽⁴⁾ | 1,500,000 | 04/20/2017 | 04/20/2020 | Common Stock | 1,500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Zucker Anita G 4838 JENKINS AVE N CHARLESTON, SC 29405 | | | X | |

Signatures

s/ Anita G.
Zucker

03/06/2018

__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).

- The reporting person's sale of VII common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act with the reporting person's purchase of the same number of shares of VII common stock at a price of \$0.40 per share on November 7, 2017.
- (1) The reporting person plans to pay promptly to VII the full amount of profit realized in connection with the short-swing transactions, less transaction costs.
 - (2) The shares are or were owned directly by NIL Funding Corporation, a subsidiary of the Article 6 Marital Trust, and indirectly by Anita G. Zucker as a trustee and beneficiary of the trust.
 - (3) The warrants are owned directly by NIL Funding Corporation, a subsidiary of the Article 6 Marital Trust, and indirectly by Anita G. Zucker as trustee and beneficiary of the trust.
 - (4) The warrants were issued as additional consideration for NIL Funding Corporation's extending credit to VII. VII reported that the fair value of the warrants at issuance was 438,000.

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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