

Zucker Anita G
Form 4
March 16, 2018

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

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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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2018

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

4838 JENKINS AVE

(Street)

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

N CHARLESTON, SC 29405

(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 (D) Price			
Common Stock	03/14/2018		S ⁽¹⁾	1,500 D \$ 0.3951	7,331,337	I	See footnote (2)
Common Stock	03/14/2018		S ⁽¹⁾	46,313 D \$ 0.3926	7,285,024	I	See footnote (2)
Common Stock	03/15/2018		S ⁽¹⁾	200 D \$ 0.3919	7,284,824	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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date		
				Code	V	(A)	(D)			Title	Amount
Warrants	\$ 0.4	04/20/2017		J ⁽³⁾		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

03/16/2018

**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).

- (1) 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 17, 2017. The reporting person plans to pay promptly to VII the full amount of profit realized in connection with 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 trustee and beneficiary of the trust.
- (3) 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.
- (4) 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.

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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