

KERR JOHN K  
Form 4  
May 22, 2009

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KERR JOHN K

(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)  
05/20/2009

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					693,588	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.**

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Appreciation Right	\$ 2.52	05/20/2009		A		6,000		<u>(1)</u>	05/20/2019	Common Stock	6,000
Stock Option (right to buy)	\$ 3.44							<u>(2)</u>	05/23/2018	Common Stock	47,500
Stock Option (right to buy)	\$ 5.06							<u>(3)</u>	02/12/2017	Common Stock	36,500
Stock Option (right to buy)	\$ 5.58							<u>(4)</u>	02/22/2010	Common Stock	21,500
Stock Option (right to buy)	\$ 6.18							<u>(5)</u>	02/16/2015	Common Stock	27,500
Stock Option (right to buy)	\$ 2.95							<u>(6)</u>	09/08/2014	Common Stock	15,000
Stock Option (right to buy)	\$ 2.09							<u>(7)</u>	06/02/2013	Common Stock	40,750
Stock Option (right to buy)	\$ 3.39							<u>(8)</u>	07/05/2012	Common Stock	10,000
Stock Option (right to buy)	\$ 3.74							<u>(9)</u>	09/21/2011	Common Stock	10,000
Stock Option (right to buy)	\$ 7.42							<u>(10)</u>	07/19/2011	Common Stock	10,000
Stock Option (right to buy)	\$ 8.07							<u>(11)</u>	05/17/2011	Common Stock	10,000
Stock Option (right to buy)	\$ 20.375							<u>(12)</u>	10/18/2010	Common Stock	5,000
Stock Option (right to buy)	\$ 31.25							<u>(13)</u>	01/14/2010	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KERR JOHN K  
C/O AWARE INC  
40 MIDDLESEX TURNPIKE X  
BEDFORD, MA 01730

## Signatures

/s/ John K. Kerr 05/22/2009

    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) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2009 through March 31, 2011 and is exercisable upon the date the reporting person ceases to serve on the board of directors of Aware, Inc. or expiration, whichever is sooner.
- (2) Vests in 8 equal quarterly installments on the last day of each quarter from June 30, 2008 through March 31, 2010.
- (3) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2007 through December 31, 2010.
- (4) Vests in 16 equal quarterly installments on the last day of each quarter from March 31, 2006 through December 31, 2009.
- (5) Vests in full on February 16, 2005.
- (6) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments of 6.25%, beginning as of December 31, 2004, until fully vested.
- (7) Vests in 16 equal quarterly installments of 6.25%, beginning as of June 30, 2003, until fully vested.
- (8) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2002, until fully vested.
- (9) Vests in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2001, until fully vested.
- (10) 25% vests on July 19, 2001, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
- (11) 50% vests on July 1, 2001, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (12) Vests in 16 equal quarterly installments of 6.25%, beginning as of December 31, 2000, until fully vested.
- (13) Vests in 16 equal quarterly installments of 6.25%, beginning as of March 31, 2000, until fully vested.

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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