

COOPER MILTON E

Form 4

July 27, 2011

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 *
COOPER MILTON E2. Issuer Name and Ticker or Trading
SymbolL-1 IDENTITY SOLUTIONS, INC.
[ID]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

07/25/2011

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

C/O L-1 IDENTITY SOLUTIONS,
INC., 177 BROAD STREET, 12TH
FLOOR

(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

STAMFORD, CT 06901

(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)
Common Stock, par value \$0.001 per share	07/25/2011		D	47,147 (1)	D \$ 12 (1) 0 (1)	D	

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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
Employee Stock Options (right to buy)	\$ 11.29	07/25/2011		D	14,190	<u>(2)</u> 10/24/2012 ⁽²⁾	Common Stock, par value \$0.001 per share 14,190
Employee Stock Options (right to buy)	\$ 11.75	07/25/2011		D	14,190	<u>(3)</u> 10/30/2013 ⁽³⁾	Common Stock, par value \$0.001 per share 14,190
Employee Stock Options (right to buy)	\$ 11.23	07/25/2011		D	7,095	<u>(4)</u> 02/02/2014 ⁽⁴⁾	Common Stock, par value \$0.001 per share 7,095
Employee Stock Options (right to buy)	\$ 9.64	07/25/2011		D	7,095	<u>(5)</u> 11/15/2015 ⁽⁵⁾	Common Stock, par value \$0.001 per share 7,095

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOPER MILTON E C/O L-1 IDENTITY SOLUTIONS, INC. 177 BROAD STREET, 12TH FLOOR STAMFORD, CT 06901	X			

Signatures

Milton E.
Cooper

07/27/2011

 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) On July 25, 2011, L-1 Identity Solutions, Inc., a Delaware corporation (the "Issuer"), was acquired (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated as of September 19, 2010 (the "Merger Agreement"), by and among the Issuer, Safran SA, a french societe anonyme ("Parent"), and Laser Aquisition Sub Inc., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"). In connection with the Merger, all shares of the Issuer's common stock, par value \$0.001 per share ("Common Stock"), held by the Reporting Person at the effective time of the Merger (the "Effective Time") were exchanged for merger consideration consisting of \$12.00 in cash per share of Common Stock, subject to applicable withholding amounts, as described in the Merger Agreement.

(2) These options to purchase 14,190 shares of Common Stock were fully vested. As of the Effective Time, each option was cancelled in the Merger in exchange for a cash payment of \$0.71 (\$10,075 in the aggregate), representing the difference between the exercise price of the options (\$11.29 per share) and the merger consideration (\$12.00 per share), subject to applicable tax withholding amounts. Any other stock options held by the Reporting Person were cancelled as of the Effective Time for no value.

(3) These options to purchase 14,190 shares of Common Stock were fully vested. As of the Effective Time, each option was cancelled in the Merger in exchange for a cash payment of \$0.25 (\$3,548 in the aggregate), representing the difference between the exercise price of the options (\$11.75 per share) and the merger consideration (\$12.00 per share), subject to applicable tax withholding amounts. Any other stock options held by the Reporting Person were cancelled as of the Effective Time for no value.

(4) These options to purchase 7,095 shares of Common Stock were fully vested. As of the Effective Time, each option was cancelled in the Merger in exchange for a cash payment of \$0.77 (\$5,463 in the aggregate), representing the difference between the exercise price of the options (\$11.23 per share) and the merger consideration (\$12.00 per share), subject to applicable tax withholding amounts. Any other stock options held by the Reporting Person were cancelled as of the Effective Time for no value.

(5) These options to purchase 7,095 shares of Common Stock were fully vested. As of the Effective Time, each option was cancelled in the Merger in exchange for a cash payment of \$2.36 (\$16,744 in the aggregate), representing the difference between the exercise price of the options (\$9.64 per share) and the merger consideration (\$12.00 per share), subject to applicable tax withholding amounts. Any other stock options held by the Reporting Person were cancelled as of the Effective Time for no value.

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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