### Edgar Filing: AWARE INC /MA/ - Form 4

AWARE IN Form 4 December 1										
FORM			DIFIE			NCEO			PPROVAL	
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pu ons tinue.	MENT OF CHAI rsuant to Section (a) of the Public U	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						January 31, 2005 average rs per 0.5	
(Print or Type	Responses)									
1. Name and A McGrath M	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol AWARE INC /MA/ [AWRE]				5. Relationship of Reporting Person(s) to Issuer				
(Last)					-		(Check all applicable)			
2355 N. CO	OMMONWEALT		Day/Year) 2006				X Director Officer (give t below)		o Owner er (specify	
	(Street)		endment, D onth/Day/Yea	-	1		6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Pe	erson	
CHICAGO	, IL 60614						Form filed by M Person	ore than One Re	eporting	
(City)	(State)	(Zip) Tal	ole I - Non-J	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of ( 4 and 5 (A) or	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	12/12/2006		Code V P	Amount 4,504	(D) A	Price \$ 5.09	48,213	D		
Common Stock	12/12/2006		Р	15,000	А	\$ 5.1	63,213	D		
Common Stock	12/13/2006		Р	100	А	\$ 5.05	63,313	D		
Common Stock	12/13/2006		Р	5,284	А	\$ 5.07	68,597	D		
Common Stock	12/13/2006		Р	3,616	А	\$ 5.0999	72,213	D		
	12/13/2006		Р	34,400	А	\$ 5.1	106,613	D		

/s/ Mark G. **McGrath** 

Common Stock

12/13/2006

Date

\*\*Signature of Reporting Person

### **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).

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

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

number.

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 SEC 1474

(9-02)

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) rivative guired or posed D) str. 3,		7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 5.3					<u>(1)</u>	09/07/2013	Common Stock	25,000	

## **Reporting Owners**

Relationships **Reporting Owner Name / Address** Director 10% Owner Officer Other McGrath Mark G 2355 N. COMMONWEALTH Х CHICAGO, IL 60614

# Signatures

**Reporting Owners** 

### Edgar Filing: AWARE INC /MA/ - Form 4

(1) Options vest in 16 equal quarterly installments of 6.25%, beginning as of September 30, 2006, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.