

Russell Kevin Thomas
 Form 4
 July 01, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Russell Kevin Thomas

(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)
 07/01/2011

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)
 Intrm co-CEO& co-Pre, Gen Cl

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 07/01/2011 | | A | 1,200 (1) | \$ 0 10,955 | D | |

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

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Unrestricted Stock Award | \$ 0 | | | | | (2) | Common Stock | 3,750 |
| Stock Option (right to buy) | \$ 3.77 | | | | | (3) | 02/20/2018 Common Stock | 30,000 |
| Stock Option (right to buy) | \$ 4.64 | | | | | (4) | 12/05/2017 Common Stock | 12,000 |
| Stock Option (right to buy) | \$ 5.05 | | | | | (5) | 12/04/2013 Common Stock | 12,000 |
| Stock Option (right to buy) | \$ 2.95 | | | | | (6) | 09/08/2014 Common Stock | 15,000 |
| Stock Option (right to buy) | \$ 3.27 | | | | | (7) | 10/14/2013 Common Stock | 11,750 |
| Stock Option (right to buy) | \$ 3.27 | | | | | (8) | 10/14/2013 Common Stock | 7,500 |
| Stock Option (right to buy) | \$ 3.27 | | | | | (9) | 10/14/2013 Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Russell Kevin Thomas C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730 | | | Intrm co-CEO & co-Pre, Gen Cl | |

Signatures

/s/ Kevin T.
Russell

07/01/2011

 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) Shares of unrestricted stock issued to reporting person on July 1, 2011.

Shares of unrestricted stock awarded to reporting person under Aware, Inc. 2001 Nonqualified Stock Plan. The shares will be issued as follows; 1,875 shares on December 31, 2011, and 1,875 shares on June 30, 2012 provided the reporting person is serving as a director, officer or employee of the Company or any subsidiary of the Company on said dates.

(3) Vests in 20 equal quarterly installments on the last day of each quarter from March 31, 2008 through December 31, 2012.

(4) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2007 through September 30, 2011.

(5) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2006 through September 30, 2010.

(6) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments on the last day of each quarter from December 31, 2004 through September 30, 2006.

(7) 75% vests on October 14, 2003, the remaining 25% vests in 4 equal quarterly installments of 6.25%, until fully vested.

(8) 50% vests on October 14, 2003, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.

(9) 25% vests on October 14, 2003, the remaining 75% vests in 12 equal quarterly installments of 6.25%, 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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