

Julia Dean L.
Form 4/A
April 26, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Julia Dean L.

2. Issuer Name **and** Ticker or Trading
Symbol
ACE MARKETING &
PROMOTIONS INC [AMKT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
600 OLD COUNTRY RD., STE. 541
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

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

GARDEN CITY, NY 11530

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/06/2013

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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)
			Code	V	Amount	(D)	Price

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
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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title	An Nu Sh
			Code	V	(A)	(D)				
Common Stock Options	\$ 0.38	03/01/2013	A		100,000		03/01/2013	03/01/2023	Common Stock	10
Common Stock Options (2)	\$ 0.8	03/01/2013	E		50,000		03/01/2008	03/01/2013	Common Stock	5
Common Stock Options	\$ 0.38	03/01/2013	A		50,000		03/01/2013	03/01/2018	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Julia Dean L. 600 OLD COUNTRY RD., STE. 541 GARDEN CITY, NY 11530	X		CO CEO	

Signatures

/s/ Dean Julia 04/26/2013

__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) Not applicable

(2) These options were to expire on March 1, 2013; however, they were extended to March 1, 2018 and the exercise price was lowered to \$.38 per share. Nevertheless, this form treats the options as if the original options expired and replacement options were granted.

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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