

FORNEY G DAVID JR  
 Form 4  
 May 22, 2009

**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 \*  
**FORNEY G DAVID JR**

(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 Ownership (Instr. 4)
Common Stock				(A) or (D) Code V Amount (D) Price	30,000	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)	Amount or Number of Share	
				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	(1) 05/20/2019		Common Stock	6,000
Stock Option (right to buy)	\$ 3.44					(2) 05/23/2018		Common Stock	34,600
Stock Option (right to buy)	\$ 5.06					(3) 02/12/2017		Common Stock	23,000
Stock Option (right to buy)	\$ 5.58					(4) 02/22/2010		Common Stock	8,000
Stock Option (right to buy)	\$ 6.18					(5) 02/16/2015		Common Stock	15,000
Stock Option (right to buy)	\$ 2.95					(6) 09/08/2014		Common Stock	10,000
Stock Option (right to buy)	\$ 3.39					(7) 07/05/2012		Common Stock	5,000
Stock Option (right to buy)	\$ 3.74					(8) 09/21/2011		Common Stock	8,333
Stock Option (right to buy)	\$ 7.42					(9) 07/19/2011		Common Stock	8,333
Stock Option (right to buy)	\$ 8.07					(10) 05/17/2011		Common Stock	8,333
Stock Option (right to buy)	\$ 20.375					(11) 10/18/2010		Common Stock	5,000
Stock Option (right to buy)	\$ 40.563					(12) 05/24/2010		Common Stock	5,000
Stock Option (right to buy)	\$ 63					(13) 02/28/2010		Common Stock	5,000
Stock Option (right to buy)	\$ 42.9375					(14) 12/09/2009		Common Stock	5,000
Stock Option (right to buy)	\$ 32.375					(15) 09/09/2009		Common Stock	5,000

