

DARGAN CHARLES K
Form 5
January 16, 2019

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
DARGAN CHARLES K

(Last) (First) (Middle)

8055 W. MANCHESTER
AVE., SUITE 405

(Street)

2. Issuer Name and Ticker or Trading
Symbol
BIOLARGO, INC. [BLGO]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

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)

Chief Financial Officer

6. Individual or Joint/Group Reporting

(check applicable line)

PLAYA DEL REY, CA 90293

(City) (State) (Zip)

☒ 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) (A) or Amount (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|

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

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contained in this form are not required to respond unless
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SEC 2270
(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 (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|---|--|---|---|--------------------------------------|---|--|--|

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| | Derivative Security | (Instr. 3, 4, and 5) | | | | | | | Expiration Date | Title |
|---------------------------------|---------------------|----------------------|-----|------------------|---------|--------|---------------------------|------------|-----------------|-------|
| | | (A) | (D) | Date Exercisable | | | | | | |
| Option to Purchase Common Stock | \$ 0.39 | 12/31/2017 | Â | A4 | 300,000 | Â | 12/31/2017 ⁽³⁾ | 12/31/2027 | Common Stock | |
| Option to Purchase Common Stock | \$ 1.89 | 02/01/2018 | Â | J ⁽¹⁾ | Â | 50,000 | 02/01/2008 | 02/01/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 1.65 | 04/30/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 04/30/2008 | 04/30/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 1.55 | 05/30/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 05/30/2008 | 05/30/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 1.1 | 06/30/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 06/30/2008 | 06/30/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 0.99 | 07/31/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 07/31/2008 | 07/31/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 0.9 | 08/31/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 08/31/2008 | 08/31/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 0.89 | 09/30/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 09/30/2008 | 09/30/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 0.35 | 10/31/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 10/31/2008 | 10/31/2018 | Common Stock | |
| Option to Purchase Common Stock | \$ 0.7 | 11/28/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 11/28/2008 | 11/28/2018 | Common Stock | |
| | \$ 0.41 | 12/31/2008 | Â | J ⁽¹⁾ | Â | 10,000 | 12/31/2008 | 12/31/2018 | | |

Option to
Purchase
Common
Stock

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DARGAN CHARLES K 8055 W. MANCHESTER AVE. SUITE 405 PLAYA DEL REY, CA 90293 | ^ | ^ | ^ Chief Financial Officer | ^ |

Signatures

/s/ John R. Browning,
Attorney-in-fact

01/16/2019

__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) This Option held by Reporting Person expired unexercised on its expiration date.
- (2) This Option was issued to the Reporting Person as compensation to serve as Issuer's Chief Financial Officer.
- (3) One hundred thousand (100,000) shares are vested upon grant. Further shares vest in 25,000 increments beginning January 31, 2018, unless the Engagement Agreement between Reporting Person and Issuer is terminated.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.