

DAIS ANALYTIC CORP
 Form 5
 January 15, 2013

FORM 5

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person *
SAMUELS LEONARD
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
DAIS ANALYTIC CORP [DLYT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

1011 CENTENNIAL ROAD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

PENN VALLEY, PA 19072
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Dais Common (1) | Â | Â | Â | Â Â Â | 9,978,165 (1) | D | Â |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-----------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|-----|-----|------------------|-----------------|-------------|----------------------|
| 05/12/11 Warrant | \$ 0.45 | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 05/12/2011 | 05/12/2016 | Dais Common | 962,500 |
| 09/17/09 Warrant | \$ 0.75 | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 09/17/2009 | 09/17/2014 | Dais Common | 80,000 |
| 10/09/2009 | \$ 0.75 | ^ | ^ | ^ | ^ | ^ | ^ | ^ | 10/09/2009 | 10/09/2014 | Dais Common | 350,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAMUELS LEONARD 1011 CENTENNIAL ROAD PENN VALLEY, PA 19072 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Leonard Samuels 01/01/2013

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) Includes 2,724,696 shares of common stock held jointly with Leah Kaplan-Samuels, my wife. Includes 5,860,969 shares of common stock held in Leonard Samuels' IRA accounts. Includes warrants as listed in Table II of this Form 5 exercisable for the purchase of shares of common stock. Includes 155,000 shares underlying warrants held jointly with Leah Kaplan-Samuels.

^

Remarks:

75,000 of the 10/09/09 warrants and all of the 09/17/2009 warrants are held jointly with Leah Kaplan-Samuels.

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.