

Russell Kevin Thomas  
 Form 3  
 April 07, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Russell Kevin Thomas		(Month/Day/Year)	AWARE INC /MA/ [AWRE]	
(Last)	(First)	(Middle)	04/01/2011	
C/O AWARE INC, 40 MIDDLESEX TURNPIKE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BEDFORD, MA 01730			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Interim co-CEO and co-Pres.	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	9,755	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Unrestricted Stock Award	Â (1)	01/03/2021	Common Stock	5,625	\$ 0	D	Â
Stock Option	Â (2)	02/20/2018	Common Stock	30,000	\$ 3.77	D	Â
Stock Option	Â (3)	12/05/2017	Common Stock	12,000	\$ 4.64	D	Â
Stock Option	Â (4)	12/04/2013	Common Stock	12,000	\$ 5.05	D	Â
Stock Option	Â (5)	09/08/2014	Common Stock	15,000	\$ 2.95	D	Â
Stock Option	Â (6)	10/14/2013	Common Stock	11,750	\$ 3.27	D	Â
Stock Option	Â (7)	10/14/2013	Common Stock	7,500	\$ 3.27	D	Â
Stock Option	Â (8)	10/14/2013	Common Stock	5,000	\$ 3.27	D	Â

## 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	Â	Â	Â Interim co-CEO and co-Pres.	Â

## Signatures

/s/ Kevin T. Russell  
04/06/2011

\_\_Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 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 June 30, 2011, 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.
- (1) Vests in 20 equal quarterly installments on the last day of each quarter from March 31, 2008 through December 31, 2012.
  - (2) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2007 through September 30, 2011.
  - (3) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2006 through September 30, 2010.

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- (5) 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.
- (6) 75% vests on October 14, 2003, the remaining 25% vests in 4 equal quarterly installments of 6.25%, until fully vested.
- (7) 50% vests on October 14, 2003, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (8) 25% vests on October 14, 2003, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.

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**Remarks:**

Date of event indicated is the effective date of the reporting person's appointment as an Interim co

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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