

MOODISPAW LEONARD E
Form 4
October 03, 2011

FORM 4

**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).

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 *
MOODISPAW LEONARD E

2. Issuer Name and Ticker or Trading Symbol
KEYW HOLDING CORP [KEYW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1334 ASHTON ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President/CEO

HANOVER, MD 21076

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

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	(A) or (D)	Price
Common stock, par value \$0.001	03/07/2011		G	V	73,493 <u>(1)</u>	D	\$ 0
					426,507	I	
Common stock, par value \$0.001	03/07/2011		G	V	73,493 <u>(1)</u>	A	\$ 0
					383,493	D	
	09/30/2011		P		403,493	D	

Leonard E. Moodispaw 2009 Grantor Retained Annuity Trust ⁽²⁾

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(3) Held joint tenants with spouse

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.06 to \$7.20, inclusive. The reporting person undertakes to provide to The KEYW Holding Corporation, any security holder of The

(4) KEYW Holding Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to this Form 4.

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