AWARE INC /MA/ Form 4 December 17, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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(b).

Common

Stock

12/16/2008

(Print or Type Responses)

See Instruction

CTAFEODD IOUNIC ID			2. Issuer	Issuer Name and Ticker or Trading mbol				5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	AWARE INC /MA/ [AWRE] 3. Date of Earliest Transaction			(Check all applicable)				
` ,	ALLE STREE	` ,	(Month/D 12/16/2	ay/Year)	unsuction			Director Officer (give below)	e titleOthobelow)	6 Owner er (specify
				Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
CHICAGO, IL 60604-1408 (City) (State) (Zip)			Table I. Non Dominative Committee Acc				Form filed by More than One Reporting Person Quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	Date 2A. Dee ar) Execution		3.	4. Securit on(A) or Dis (Instr. 3, 4)	ies Ac sposed	quired of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•
Common Stock	12/16/2008			P	35,300	A	\$ 1.65	3,889,874	D	

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

P

100

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

\$ 3,889,974

Edgar Filing: AWARE INC /MA/ - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number	Number		
						Exercisable L	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
STAFFORD JOHN S JR							
230 S. LASALLE STREET		X					
SUITE 400		Λ					
CHICAGO, IL 60604-1408							

Signatures

/s/ John Stafford

12/16/2008

**Signature of Person

Date

Reporting Person

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).

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.

Reporting Owners 2