JAEHNE EDWIN M

Form 4

February 06, 2013

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * JAEHNE EDWIN M

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

KEYW HOLDING CORP [KEYW]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

3. Date of Earliest Transaction

Director

10% Owner

7740 MILESTONE PARKWAY, SUITE 400 (Month/Day/Year)

02/06/2013

X_ Officer (give title below)

Other (specify below)

4. If Amendment, Date Original

Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

HANOVER, MD 21076

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

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.

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)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title an Underlyin (Instr. 3 ar

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Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired

(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Title

Date

Commo

Performance-based

non-qualified stock \$ 7.41 02/06/2013 A 9,000 02/08/2013(1) 02/07/2022

options

02/08/2013(1) 02/07/2022 stock, pa value \$0.001

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAEHNE EDWIN M 7740 MILESTONE PARKWAY SUITE 400 HANOVER, MD 21076

Vice President

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Edwin M. Jaehne

02/06/2013

**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).

On February 8, 2012, the reporting person was granted an option to purchase 9,000 shares of common stock. The option vests 50 percent on the first anniversary of the grant date, 25 percent on the second anniversary and 25 percent on the third anniversary based on KEYW's satisfaction of certain performance criteria for the fiscal year ended December 31, 2012. The performance criteria has been met, resulting in vesting of the option as per above.

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.

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