

Estrella Glenn
 Form 4
 November 07, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Estrella Glenn

2. Issuer Name and Ticker or Trading Symbol
 World Surveillance Group Inc.
 [WSGI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 MAIL CODE: SWC
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/02/2011

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

KENNEDY SPACE CENTER, FL 32815

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$\$.00001 par value	11/02/2011		P		133,333	A	\$ 0.075
Common Stock \$\$.00001 par value	11/02/2011		A		666,667	A	\$ 0.075
							2,752,924
							3,419,591

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

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(9-02)

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Warrants	\$ 0.21	11/02/2011		A	133,333	11/02/2011	<u>(1)</u>	Common Stock \$.00001 par value	133,333
Common Stock Purchase Warrants	\$ 0.21	11/02/2011		A	666,667	11/02/2011	<u>(2)</u>	Common Stock \$.00001 par value	666,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Estrella Glenn MAIL CODE: SWC KENNEDY SPACE CENTER, FL 32815	X		CEO	

Signatures

/s/ W. Jeffrey Sawyers, Attorney-in-Fact for Glenn D. Estrella
 **Signature of Reporting Person
 11/07/2011
 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) On November 2, 2011, Mr. Estrella purchased 133,333 shares of common stock valued at \$.075 per share and received common stock purchase warrants for 133,333 common shares with an exercise price of \$.21 and a term of three years. The warrants are exercisable on a cashless basis.
- (2) On November 2, 2011, Mr. Estrella entered into an agreement to convert \$50,000 of accrued cash salary into 666,667 shares of common stock valued at \$.075 per share and received common stock purchase warrants for 666,667 common shares with an exercise price of \$.21 and a term of three years. The warrants are exercisable on a cashless basis.

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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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