#### SHARPS COMPLIANCE CORP

Form 4

November 23, 2015

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31,

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Check this box

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and A ZERILLO P	ddress of Report	ting Person *	2. Issuer Symbol	Name and	Ficker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			SHARPS [SMED]		LIANCE CORP	(Check	all applicable)		
(Last) 9220 KIRB	(First) Y DR., SUITI	(Middle)	3. Date of (Month/Da 11/19/20		nsaction		itle 10% Owner Other (specify below)		
	(Street)		4. If Amer	ndment, Date th/Day/Year)	e Original	6. Individual or Join Applicable Line) _X_Form filed by Or	nt/Group Filing(Check		
HOUSTON	TX 77054					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative Securities Acq	uired, Disposed of,	or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dec	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Natur		

		Tubic	1 11011 20	iii ative be	cui iti	cs rrcq	un eu, Disposeu o	i, or beneficial	iy Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acc	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Code (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					( )		Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
<b>~</b>			Code V	Amount	(D)	Price			
Restricted				12,748					
Stock	11/19/2015		A	(1)	A	\$0	423,531 <u>(2)</u>	D	
Award				(1)					

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable	Date	of			
				Code V	(A) (D)				hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
•	Director	10% Owner	Officer	Other				
ZERILLO PHILLIP 9220 KIRBY DR. SUITE 500 HOUSTON, TX 77054	X							

## **Signatures**

Celina Sanchez 11/23/2015 \*\*Signature of 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).
  - Grant of restricted shares for the Company's common stock issued under the 2010 Sharps Compliance Stock Plan per the Sharps Compliance Non-Employee Directors and Committee Compensation. The grant represents the equity portion of the non-employee
- (1) director and committee compensation services to be provided October 1, 2015-September 30, 2016. The restricted shares are subject to the terms and conditions of the underlying Restricted Stock Award Agreement and vest as follows: 25% on December 31, 2015, 25% on March 31, 2016, 25% on June 30, 2016 and 25% on September 30, 2016.
- (2) Amount of securities beneficially owned following the reported transaction includes Common Stock and Restricted Stock Awards.

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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