

ID SYSTEMS INC
Form 4
February 09, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MONACO MICHAEL P

(Last) (First) (Middle)

**C/O I.D. SYSTEMS INC., ONE
UNIVERSITY PLAZA**

(Street)

HACKENSACK, NJ 07601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ID SYSTEMS INC [IDSY]

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

02/05/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock, par value \$0.01 per share	02/05/2010		A	10,563 (1)	A \$ 0 157,863 (2)	D	

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**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 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)	8.
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 2.84	02/05/2010		A	21,428 (3)	(4) 02/05/2019	Common Stock	21,428

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MONACO MICHAEL P C/O I.D. SYSTEMS INC. ONE UNIVERSITY PLAZA HACKENSACK, NJ 07601	X

Signatures

By: /s/ Ned Mavrommatis, Attorney-in-Fact for Michael P.
Monaco

02/09/2010

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).

(1) Represents shares of common stock, par value \$0.01 per share ("Common Stock"), of I.D. Systems, Inc. (the "Company") underlying a restricted stock award granted to the Reporting Person under the Company's 2009 Non-Employee Director Equity Compensation Plan (the "Plan"), on February 5, 2010, which award vests as to 20% of such shares on each anniversary of the date of grant, commencing on February 5, 2011, subject to the terms and conditions of a restricted stock award agreement and the Plan.

(2) This number also includes (i) 138,300 shares of Common Stock issuable upon exercise of options exercisable within 60 days of February 5, 2010 and (ii) 9,000 restricted shares of Common Stock which vest over a five-year period that commenced on June 29, 2009, with 20% of such shares vesting each year.

(3) These options were granted to the Reporting Person under the Plan.

(4) These options vest in equal annual installments over a five-year period commencing on February 5, 2011.

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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