

Stafford Susan Yang
 Form 5
 February 14, 2012

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Stafford Susan Yang

2. Issuer Name and Ticker or Trading Symbol
 AWARE INC /MA/ [AWRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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

350 N. ORLEANS STREET, SUITE 2N,

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60654

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/20/2011 | Â | G | 3,110,054 D \$ 0 | 286,671 | I | See Footnote (1) |
| Common Stock | 12/20/2011 | Â | G | 3,110,054 A \$ 0 | 3,110,054 | I | See Footnote (2) |
| Common Stock | 12/21/2011 | Â | G | 286,671 D \$ 0 | 0 | I | See Footnote (1) |

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| | | | | | | | | | |
|--------------|---|---|------------------|---|---|---|---------|---|------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 321,134 | I | See Footnote (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 315,963 | I | See Footnote (4) |
| Common Stock | Â | Â | 3 ⁽⁵⁾ | Â | Â | Â | Â | D | Â |

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

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SEC 2270 (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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Stafford Susan Yang 350 N. ORLEANS STREET, SUITE 2N, CHICAGO,, IL 60654 | Â | Â X | Â | Â |

Signatures

/s/ Susan Yang
Stafford

02/14/2012

**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 that were held by Kimborama, LLC, to which the Reporting Person is the manager and sole member.
- (2) Represents shares that were gifted from Kimborama, LLC to Susan Yang Stafford 2010 Kimborama Trust, for the benefit of the Reporting Person's child and to which the Reporting Person is the trustee.
Represents shares beneficially owned by the Reporting Person's spouse. The Reporting Person disclaims beneficial ownership of the
- (3) shares over which her spouse beneficially owns and the inclusion of the shares in this report shall not be deemed an admission of beneficial ownership of such shares for Section 16 or for any other purpose.
- (4) Represents shares held by Kimberly Stafford 2004 Irrevocable Trust for the benefit of the Reporting Person's child and to which the Reporting Person is the trustee.
- (5) Represents shares that were held by the Reporting Person at the time she become a reporting person but were not previously reported on Form 3.
The Reporting Person made a gift of 3,110,054 shares of the Issuer's securities to Kimborama, LLC on September 10, 2010 which
- (6) included these shares. Kimborama, LLC in turn gifted them to Susan Yang Stafford 2010 Kimborama Trust, as reported on lines 1 and 2 of this Form.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.