McAlees Thomas W Form 3 May 05, 2010

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

Name and Address of Reporting Person *  McAlees Thomas W		2. Date of Event Requiring Statement (Month/Day/Year)		3. Issuer Name and Ticker or Trading Symbol VERAMARK TECHNOLOGIES INC [VERA]				
(Last) (First)	(Middle)	05/20/2010	)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)		
3750 MONROE AVE				(Check all applicable)			, , , , , , , , , , , , , , , , , , ,	
(Street)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
PITTSFORD, NY 14534				Director 10% Owner Officer Other (give title below) (specify below) Vice President				
(City) (State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned						
1.Title of Security (Instr. 4)			2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Owne	4. Nature of Indirect Beneficial Ownership (Instr. 5)	
Veramark Technologies, Inc. Common Stock			60,000 (1)		D Â			
Veramark Technologies, Inc. Common Stock			15,000 (2)		D	Â	<b>X</b>	
Veramark Technologies, Inc. Common Stock			5,000 (3)	D Â				
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Veramark Technologies, Inc. Common Stock			5,000 (3)	D Â				
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 required to respond unless the form displays a currently valid OMB control number.								

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)

**Expiration Date** (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Date Exercisable

Date

Amount or Title Number of Shares

or Indirect (I) (Instr. 5)

Direct (D)

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

McAlees Thomas W 3750 MONROE AVE PITTSFORD, ÂNYÂ 14534

Vice President Â

## **Signatures**

/s/ Thomas W. **McAlees** 

05/05/2010

\*\*Signature of Reporting Person Date

#### **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 5(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).
- Shares of restricted stock were issued to Filer pursuant to Employment Agreement dated January 31, 2008. The restricted shares vest ratably over a three year period upon the achievement of certain revenue, profit, orders booked, and other goals.
- Shares of restricted stock were issued to Filer on April 9, 2009. The restricted shares vest ratably over a three year period upon the **(2)** achievement of certain revenue, profit, orders booked, and other goals.
- (3) Acquisition pursuant to a tax conditioned plan not required to be reported. Employee Stock Purchase Plan.

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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