

NORRIS ELWOOD G
Form 4
September 29, 2010

FORM 4

**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).

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 *
NORRIS ELWOOD G

(Last) (First) (Middle)
1941 RAMROD AVENUE, #100
(Street)

HENDERSON, NV 89014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Parametric Sound Corp [none]

3. Date of Earliest Transaction
(Month/Day/Year)
09/27/2010

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)
President and CEO

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	09/27/2010		A	V A	128,598 \$ 0 <u>(1)</u>	A	128,598 D
Common Stock	09/27/2010		A		1,834,217 \$ 0 <u>(1)</u>	A	1,834,217 I by family trust
Common Stock	09/27/2010		A		22,498 \$ 0 <u>(1)</u>	A	22,498 I by personal investment company

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

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Warrant (right to buy)	\$ 0.1 ⁽²⁾	09/28/2010		A	200,000		09/28/2010	09/28/2015	Common Stock	200,000
Warrant (right to buy)	\$ 0.1 ⁽²⁾	09/28/2010		A	338,000 ⁽³⁾		09/28/2010	09/28/2015	Common Stock	338,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS ELWOOD G 1941 RAMROD AVENUE, #100 HENDERSON, NV 89014	X	X	President and CEO	

Signatures

/s/ James A Barnes as attorney in fact for Elwood G
Norris

09/29/2010

__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) Securities result from pro rata distribution on September 27, 2010 of 100% of the Issuer's common stock in connection with the spin-off of the Issuer by LRAD Corporation. No value is assigned for the tax free dividend spin-off shares.
 - (2) Warrants are exercisable at an exercise price based on the average closing price of the Issuer for the first 20 days of trading on the OTCBB but not less than \$0.10 per share nor more than \$0.30 per share.
 - (3) Syzygy acquired 520,000 warrants in a purchase of notes and warrants from the Issuer approved by the Board of Directors and on the same terms as unaffiliated investors. Mr. Norris indirect pecuniary interest in the warrants held by Syzygy is 338,000.

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.