

ID SYSTEMS INC

Form 4

March 28, 2016

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 *
 Ellis Norman

(Last) (First) (Middle)

C/O I.D. SYSTEMS, INC., 123
 TICE BOULEVARD

(Street)

WOODCLIFF LAKE, NJ 07677

(City) (State) (Zip)

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

ID SYSTEMS INC [IDSY]

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

03/24/2016

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)

Chief Operating Officer

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.01 per share	03/24/2016		A		15,000 (1)	\$ 0 (1)	100,000 (2) D

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

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 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 4.37	03/24/2016		A	30,000	<u>(3)</u> 03/24/2026	Common Stock, par value, \$0.01 per share 30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ellis Norman C/O I.D. SYSTEMS, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677	Chief Operating Officer

Signatures

/s/ Norman Ellis 03/28/2016

__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).

(1) On March 24, 2016 (the "Grant Date"), Norman Ellis (the "Reporting Person") was granted 15,000 restricted shares of common stock, par value \$0.01 per share ("Common Stock"), of I.D. Systems, Inc. (the "Company") under the Company's 2015 Equity Compensation Plan (the "2015 Plan") in consideration of his services as an officer of the Company. Subject to the terms and conditions of a restricted stock award agreement and the 2015 Plan, this award vests as to 25% of such shares on each of the first, second, third and fourth anniversaries of the Grant Date, provided that the Reporting Person is employed by the Company on each such date.

(2) This number also includes (i) 30,000 restricted shares of Common Stock, which vest as to 25% of such shares on each of June 11, 2016, June 11, 2017, June 11, 2018 and June 11, 2019, provided that the Reporting Person is employed by the Company on each such date; and (ii) 50,000 restricted shares of Common Stock which vest on July 21, 2017; provided that the Reporting Person is employed by the Company on such date.

(3) On the Grant Date, the Reporting Person was granted options to purchase 30,000 shares of Common Stock in consideration of his services as an officer of the Company. These options vest in equal increments over a four-year period commencing on the Grant Date, such that 25% of the options will vest on the first, second, third and fourth anniversaries of the Grant Date, in each case, provided that the

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Reporting Person is employed by the Company on such date. The options were granted to the Reporting Person pursuant to and subject to the Company's 2007 Equity Compensation Plan, as amended.

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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