

Heckman Thomas J
 Form 5
 January 02, 2018

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 *
 Heckman Thomas J
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
 DIGITAL ALLY INC [DGLY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

9705 LOIRET BLVD.
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CFO, Treasurer & Secretary

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

6. Individual or Joint/Group Reporting (check applicable line)

LENEXA, KS 66219
 (City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 458,059 ⁽¹⁾ | D | |

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)

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| Common Stock Purchase Option (Right to Buy) | Â | Â | Â | Â | Â (A) Â (D) | Date Exercisable: 10/15/2007 Expiration Date: 12/31/2017 ⁽²⁾ | Title: Common Stock Amount or Number of Shares: 15,000 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Heckman Thomas J 9705 LOIRET BLVD. LENEXA, KS 66219 | Â | Â | Â CFO, Treasurer & Secretary | Â |

Signatures

Thomas J. Heckman 01/02/2018

 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).
- The Reporting Person was granted a total of 2,776 common shares during fiscal 2017 pursuant to the matching provisions of the Digital
- (1) Ally, Inc. 401 K and Profit Sharing Plan & Trust. As of December 31, 2017, the Reporting Person holds a total of 11,911 common shares in his 401 K account.
- The Reporting Person held options to purchase 2,500 shares of common stock at \$32.40 per share and 12,500 shares of common stock at
- (2) \$54.40 per share which have expired during 2017 and were not exercised. The remaining stock options held by the Reporting Person that remain available to exercise total 22,500.

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.