Russell Kevin Thomas Form 3 April 07, 2011 UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549 OMB

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> Russell Kevin Thomas			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol AWARE INC /MA/ [AWRE]			
(Last)	(First)	(Middle)	04/01/2011	4. Relationship of Reporting Person(s) to Issuer		2	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O AWARE INC, 40 MIDDLESEX TURNPIKE				(Chec	k all applicable)	
(Street) BEDFORD, MA 01730				Director 10% Owner X_Officer Other (give title below) (specify below) Interim co-CE0 and co-Pres.		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned				
1.Title of Secu (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)	of Securities y Owned	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr	•
Common St	ock		9,755		D	Â	
Reminder: Report on a separate line for each class of securities beneficion owned directly or indirectly.				cially	SEC 1473 (7-02	2)	
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currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Unrestricted Stock Award	(1)	01/03/2021	Common Stock	5,625	\$ 0	D	Â
Stock Option	(2)	02/20/2018	Common Stock	30,000	\$ 3.77	D	Â
Stock Option	(3)	12/05/2017	Common Stock	12,000	\$ 4.64	D	Â
Stock Option	(4)	12/04/2013	Common Stock	12,000	\$ 5.05	D	Â
Stock Option	(5)	09/08/2014	Common Stock	15,000	\$ 2.95	D	Â
Stock Option	(6)	10/14/2013	Common Stock	11,750	\$ 3.27	D	Â
Stock Option	(7)	10/14/2013	Common Stock	7,500	\$ 3.27	D	Â
Stock Option	(8)	10/14/2013	Common Stock	5,000	\$ 3.27	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Russell Kevin Thomas C/O AWARE INC 40 MIDDLESEX TURNPIKE BEDFORD, MA 01730	Â	Â	Interim co-CE0 and co-Pres.	Â		

Signatures

/s/ Kevin T. Russell	04/06/2011		
<u>**</u> 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 unrestricted stock awarded to reporting person under Aware, Inc. 2001 Nonqualified Stock Plan. The shares will be issued as follows; 1,875 shares on June 30, 2011, 1,875 shares on December 31, 2011, and 1,875 shares on June 30, 2012 provided the reporting person is serving as a director, officer or employee of the Company or any subsidiary of the Company on said dates.
- (2) Vests in 20 equal quarterly installments on the last day of each quarter from March 31, 2008 through December 31, 2012.
- (3) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2007 through September 30, 2011.
- (4) Vests in 16 equal quarterly installments on the last day of each quarter from December 31, 2006 through September 30, 2010.

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- (5) 50% vests on September 8, 2004, the remaining 50% vests in 8 equal quarterly installments on the last day of each quarter from December 31, 2004 through September 30, 2006.
- (6) 75% vests on October 14, 2003, the remaining 25% vests in 4 equal quarterly installments of 6.25%, until fully vested.
- (7) 50% vests on October 14, 2003, the remaining 50% vests in 8 equal quarterly installments of 6.25%, until fully vested.
- (8) 25% vests on October 14, 2003, the remaining 75% vests in 12 equal quarterly installments of 6.25%, until fully vested.
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Remarks:

Date of event indicated is the effective date of the reporting person's appointment as an Interim co

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.