SUTRON CORP Form 4 May 20, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

McQuivey Raul S

(Last)

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

SUTRON CORP [STRN] 3. Date of Earliest Transaction

(Month/Day/Year)

05/09/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director X 10% Owner X_ Officer (give title _ Other (specify

Chairman, President, CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

STERLING, VA 20164

22400 DAVIS DRIVE

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Indirect Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

4. Transaction Derivative Code

5. Number

Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

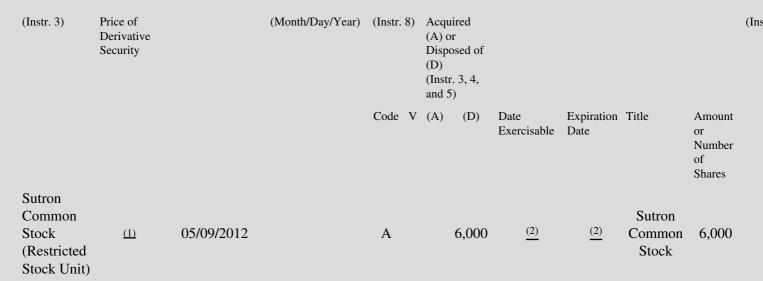
7. Title and Amount of 8. P Underlying Securities (Instr. 3 and 4)

1

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McQuivey Raul S				
22400 DAVIS DRIVE	X	X	Chairman, President, CEO	
STERLING, VA 20164				

Signatures

/s/ Raul S.
McQuivey

**Signature of Reporting Person

O5/20/2014

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) Each restricted stock unit is the economic equivalent of one share of Sutron Corp common stock.
- Represents the conversion upon vesting of Restricted Stock Units into common stock. On May 9, 2012, the reporting person was granted 6,000 Restricted Stock Units, of which two blocks of Restricted Stock Units representing 1/4 of the original May 9, 2012 grant each are eligible for vesting and conversion on January 1, 2013. The remaining two blocks of Restricted Stock Units representing 1/4 of the original May 9, 2012 grant each are eligible for vesting and conversion on January 1, 2014.
- (3) Figure represents 110,000 options granted on October 18, 2002 pursuant to the Issuer's 2002 Stock Option Plan and 2002 Stock Option Agreement, and 6,000 Restricted Stock Units granted on May 9, 2012.

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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