

BSQUARE CORP /WA
Form 4
November 19, 2015

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 *
Jurgensen Jr Elliott H

2. Issuer Name and Ticker or Trading Symbol
BSQUARE CORP /WA [BSQR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
110 - 110TH AVE., NE, SUITE 300
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

BELLEVUE, WA 98004

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 11/17/2015 | | M | | 6,250 A \$ 5.35 | 189,107 | D |
| Common Stock ⁽¹⁾ | 11/17/2015 | | S | | 6,250 D \$ 7.1814 | 182,857 | D |
| Common Stock ⁽²⁾ | 11/17/2015 | | S | | 3,988 D \$ 7.1787 | 178,869 | D |
| Common Stock ⁽³⁾ | 11/17/2015 | | S | | 1,660 D \$ 7.1787 | 177,209 | D |
| Common Stock ⁽⁴⁾ | 11/17/2015 | | S | | 3,000 D \$ 7.1787 | 174,209 | D |
| | 11/17/2015 | | S | | 3,000 D | 171,209 | D |

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| | | | | | | | | |
|-----------------------------|------------|--|---|-------|----|--------|--------|-----------|
| Common Stock ⁽⁵⁾ | | | | | \$ | 7.1787 | | |
| Common Stock ⁽⁶⁾ | 11/17/2015 | | S | 3,000 | D | \$ | 7.1787 | 168,209 D |

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

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

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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option (right to buy) | \$ 5.35 | 11/17/2015 | | M | 6,250 | 08/15/2007 ⁽⁷⁾ 05/15/2017 | Common Stock | 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jurgensen Jr Elliott H 110 - 110TH AVE., NE SUITE 300 BELLEVUE, WA 98004 | X | | | |

Signatures

/s/ Elliott H. Jurgensen, Jr. 11/19/2015

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.065 to \$7.33, inclusive. The reporting person undertakes to provide to BSQUARE Corporation, any security holder of BSQUARE Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) through (6) to this Form 4.
- (1) Represents one-fourth of the fully vested 15,952 restricted stock units granted on 6/24/14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
 - (2) Represents the vested portion of 6,640 restricted stock units granted on 6/16/15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
 - (3) Represents all of the vested shares of restricted stock granted on 5/18/10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
 - (4) Represents all of the vested shares of restricted stock granted on 3/30/10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
 - (5) Represents all of the vested shares of restricted stock granted on 8/17/10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.07 to \$7.33, inclusive.
 - (6) The option vested quarterly at a rate of one-eighth of the options per quarter over a 2 year period.

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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