

VASCO DATA SECURITY INTERNATIONAL INC
 Form 4
 July 03, 2017

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 *
HUNT T KENDALL

2. Issuer Name and Ticker or Trading Symbol
VASCO DATA SECURITY INTERNATIONAL INC [VDSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1901 SOUTH MEYERS ROAD, SUITE 210

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2017

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

(Street)
OAKBROOK TERRACE, IL 60181

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, \$0.001 par value | | | | (A) or (D) | 100,000 | I | By the Charitable Remainder Trust ⁽¹⁾ |
| Common Stock, \$0.001 par value | | | | (A) or (D) | 1,011,300 | I | By the Barbara J. Hunt Marital Trust |
| Common Stock, | | | | (A) or (D) | 200,000 | I | By Spouse ⁽²⁾ |

\$0.001 par value

| | | | | | | | |
|------------------------------------|------------|---|---------------------|---|----------|-----------|---|
| Common Stock, \$0.001 par value | 06/29/2017 | S | <u>2,600</u> (3) | D | \$ 14.03 | 7,608,452 | D |
|------------------------------------|------------|---|---------------------|---|----------|-----------|---|

| | | | | | | | |
|------------------------------------|------------|---|---------------------|---|----------|-----------|---|
| Common Stock, \$0.001 par value | 06/30/2017 | S | <u>2,600</u> (3) | D | \$ 14.28 | 7,605,852 | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNT T KENDALL 1901 SOUTH MEYERS ROAD, SUITE 210 OAKBROOK TERRACE, IL 60181 | X | X | Chief Executive Officer | |

Signatures

/s/ Mark S. Hoyt,
Attorney-in-Fact

07/03/2017

**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 disclaims beneficial ownership to the extent he does not have a pecuniary interest in the securities and this report
(1) shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or any other purpose.

Shares held by reporting person's spouse. Reporting person disclaims beneficial ownership of the shares held by his spouse and this report
(2) should not be deemed as admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

(3) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan established by the reporting person effective May 15, 2017.

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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