

AUBREY KEN
Form 4
June 24, 2009

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).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
AUBREY KEN

2. Issuer Name **and** Ticker or Trading
Symbol

IMAGE SENSING SYSTEMS INC
[ISNS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1600 UNIVERSITY AVE W #500
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2009

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President & CEO

ST PAUL, MN 55104

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

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 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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and A Underlying S (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Incentive stock options	\$ 14.24	06/22/2009	D			28,088	<u>(1)</u>	01/22/2013	Common stock	
Incentive stock options	\$ 9.22	06/22/2009	A		27,715		<u>(3)</u>	06/22/2015	Common stock	
Non-incentive stock options	\$ 14.24	06/22/2009	D			21,912	<u>(1)</u>	01/22/2013	Common stock	
Non-incentive stock options	\$ 9.22	06/22/2009	A		22,285		<u>(4)</u>	06/22/2015	Common stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
AUBREY KEN 1600 UNIVERSITY AVE W #500 ST PAUL, MN 55104	President & CEO

Signatures

/s/ Joanne Ritter, Attorney in Fact for Ken
Aubrey 06/24/2009

__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).
- (1) The option provided for vesting in four equal annual installments beginning January 22, 2008.
On June 22, 2009, the issuer canceled, pursuant to the issuer's option exchange program, an option grant to the reporting person on
- (2) January 22, 2007. In exchange, the reporting person received a replacement option on June 22, 2009, for the same number of shares, having an exercise price equal to the market price of the underlying stock on the grant date.
- (3) The options become exercisable in annual installments of 10,845 options each at January 2, 2010 and 2011; and 6,025 options at January 2, 2013.
- (4) The options become exercisable in four annual installments of 1,655 options each at January 2, 2010 and 2011, respectively; 12,500 options at January 2, 2012; and 6,475 options at January 2, 2013.

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.