

POTASHNER KENNETH F  
 Form 4/A  
 April 04, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
 POTASHNER KENNETH F

(Last) (First) (Middle)

C/O MAXWELL TECHNOLOGIES  
 INC, 9244 BALBOA AVE

(Street)

SAN DIEGO, CA 92123

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/29/2011

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/03/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | 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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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|--|

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| (Instr. 3)                  | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | Amount Number Shares   |
|-----------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|---------------------------|-----------------|--------------|------------------------|
| Stock Option (Right to Buy) | \$ 3.25 <sup>(1)</sup>       | 12/29/2011       | A          | 10,000 <sup>(1)</sup> <sup>(3)</sup>                 |      |   |     |     | 12/31/2011                | 12/29/2016      | Common Stock | 10,000 <sup>(1)</sup>  |
| Stock Option (Right to Buy) | \$ 3.25 <sup>(1)</sup>       | 12/29/2011       | A          | 390,000 <sup>(1)</sup> <sup>(2)</sup>                |      |   |     |     | 12/29/2011 <sup>(2)</sup> | 12/29/2016      | Common Stock | 390,000 <sup>(2)</sup> |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| POTASHNER KENNETH F<br>C/O MAXWELL TECHNOLOGIES INC<br>9244 BALBOA AVE<br>SAN DIEGO, CA 92123 | X             |           | Executive Chairman |       |

## Signatures

/s/ James A Barnes as Attorney-in-Fact for Kenneth F. Potashner

04/04/2012

\_\_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) All shares and exercise prices reflect a 1 for 5 reverse stock split effected by the Company on March 21, 2012.

On April 3, 2012 the vesting for these options was modified from 10% at grant and the balance over two years (each calendar quarter) to a new vesting schedule of 10% at grant (41,000 vested), 154,000 vesting on April 3, 2012, 195,000 vesting quarterly over eight calendar quarters commencing March 31, 2012 and 20,000 on performance. The 20,000 vesting on performance are not considered derivative securities for purposes of Section 16 and accordingly the grant total as amended has been reduced from 410,000 to 390,000 (giving effect to the reverse stock split).

(3) Options vest over eight calendar quarters with first 12.5% vested on December 31, 2011, subject to the terms of the 2012 Stock Plan and option agreement. There was no modification to this option grant.

### Remarks:

Amended filing to reflect modification of vesting on April 3, 2012 to previously granted stock option.

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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