

PRECISION OPTICS CORPORATION, INC.
 Form 4
 December 01, 2016

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 *
 Woodward Peter H

2. Issuer Name and Ticker or Trading Symbol
 PRECISION OPTICS CORPORATION, INC. [PEYE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/29/2016

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

C/O PRECISION OPTICS CORPORATION, INC., 22 EAST BROADWAY

(Street)

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

GARDNER, MA 01440

(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	(A) or (D)	Price	Shares held through
Common Stock	11/29/2016		P		156,667	A	\$ 0.6 (2)	MHW Partners, L.P. (1)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	(3)	11/29/2016		P		78,333		10/02/2017	10/16/2017	Common Stock	78,333
Warrants	\$ 0.97	11/29/2016		J(4)		44,704		09/28/2012	09/28/2017	Common Stock	44,704
Stock Options	\$ 0.73							(5)	05/18/2025	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodward Peter H C/O PRECISION OPTICS CORPORATION, INC. 22 EAST BROADWAY GARDNER, MA 01440	X			

Signatures

/s/ Joseph Forkey as attorney-in-fact
12/01/2016

**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 shares are held in the name of MHW Partners, L.P. Mr. Woodward is the managing member and general partner of MHW Partners, L.P. Mr. Woodward disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the shares.

(2) The 156,667 shares and warrants to purchase 78,333 shares of common stock were purchased in a private placement at a price of \$0.60 per unit. Each unit consisted of one share of common stock and one warrant to purchase one half of one share of common stock (50% warrant coverage).

(3) The warrant exercise price is variable and depends on the Issuer's achievement of two financial performance criteria in fiscal year 2017. The warrant exercise price will be \$0.40 per share, \$0.20 per share or \$0.01 per share if both, one or neither performance criteria are met, respectively.

(4) These warrants were issued as a result of triggering certain anti-dilution provisions in the original warrants in conjunction with the private placement. In connection therewith, the exercise price of the warrants decreased to \$0.97 per share accordingly.

(5) The options vest in three installments: one-third vests immediately; one-third vests in one year on May 18, 2016; remaining one-third vests in two years on May 18, 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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