

Lazar Terry
 Form 4/A
 December 03, 2010

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 *
 Lazar Terry

2. Issuer Name and Ticker or Trading Symbol
 PureSafe Water Systems, Inc.
 [PSWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 25 FAIRCHILD AVE., SUITE 250
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/04/2010

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

PLAINVIEW, NY 11803

4. If Amendment, Date Original Filed(Month/Day/Year)
 10/20/2010

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 | (A) or (D) | Price |
| Common Stock | 10/19/2010 | | A | | 670,802 | A | \$ 0.096 |
| Common Stock | 10/19/2010 | | G | | 670,802 | D | \$ 0 |
| Common Stock | | | | | 616,191 | I ⁽¹⁾ | See Footnote |

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

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number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------|---|
| | | | | Code | V | (A) | (D) | Title |
| Warrants | \$ 0.1 | 10/04/2010 | | P | | 200,000 | | COMMON STOCK |
| Note | \$ 0.1 | 10/04/2010 | | P | | 1,000,000 | | COMMON STOCK |
| Warrants | <u>(1)</u> | | | | | | <u>(1)</u> | Common Stock <u>(1)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lazar Terry 25 FAIRCHILD AVE. SUITE 250 PLAINVIEW, NY 11803 | X | | Chief Financial Officer | |

Signatures

/s/ Terry Lazar 12/03/2010
 **Signature of Date
 Reporting Person

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) Mr. Lazar owns two convertible notes in the principal amount of \$100,000 each, due October 7, 2010 and April 4, 2011, convertible into 1,694,915 and 1,000,000 shares of common stock, respectively. Such notes were issued with five-year warrants to purchase 431,034 shares of common stock at an exercise price of \$0.059 per share, and 200,000 shares of common stock at an exercise price of \$0.10 per share, respectively.
- (2) Mr. Lazar owns beneficially warrants to purchase 95,238 shares of common stock by reason of his 1/3 ownership in LST Partners which owns such warrants directly.

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.