

BSQUARE CORP /WA
Form 4
February 27, 2015

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
Jurgensen Jr Elliott H

(Last) (First) (Middle)

110 - 110TH AVE., NE, SUITE 300

(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BSQUARE CORP /WA [BSQR]

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 or Price | | |
| Common Stock | 02/25/2015 | | M | | 3,125 A \$ 3.04 | 167,332 | D |
| Common Stock | 02/25/2015 | | S | | 3,125 D \$ 4.6521 | 164,207 | D |
| Common Stock | 02/25/2015 | | M | | 425 A \$ 1.92 | 164,632 | D |
| Common Stock | 02/25/2015 | | M | | 1,562 A \$ 2.24 | 166,194 | D |
| Common Stock | 02/25/2015 | | M | | 5,738 A \$ 2.36 | 171,932 | D |
| | 02/25/2015 | | S | | 4,715 D | 167,217 | D |

Common Stock \$ 4.6521

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

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) | \$ 3.04 ⁽¹⁾ | 02/25/2015 | | M | 3,125 ⁽¹⁾ | 06/10/2005 ⁽²⁾ 03/10/2015 | Common Stock | 3,125 |
| Stock Option (right to buy) | \$ 1.92 ⁽¹⁾ | 02/25/2015 | | M | 425 ⁽¹⁾ | 08/10/2005 ⁽²⁾ 05/10/2015 | Common Stock | 425 |
| Stock Option (right to buy) | \$ 2.24 ⁽¹⁾ | 02/25/2015 | | M | 1,562 ⁽¹⁾ | 11/16/2005 ⁽²⁾ 08/16/2015 | Common Stock | 1,562 |
| Stock Option (right to buy) | \$ 2.36 | 02/25/2015 | | M | 5,738 | 02/08/2006 ⁽²⁾ 11/08/2015 | Common Stock | 5,738 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | | |

Jurgensen Jr Elliott H
110 - 110TH AVE., NE
SUITE 300
BELLEVUE, WA 98004

Signatures

/s/ Elliott H.
Jurgensen, Jr.

02/27/2015

__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) On September 30, 2005, the common stock of BSQUARE Corporation split one-for-four. The indicated stock options were adjusted as to price and number of underlying shares from the amounts previously reported to reflect this stock split.
- (2) The option vested quarterly at a rate of one-eighth of the options per quarter over a 2 year period.

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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