

Major Donald Andrew
 Form 4
 March 06, 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 *
 Major Donald Andrew

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, Corp. Development

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)		
				(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)

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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)	Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 0.55	03/02/2012		J ⁽¹⁾	20,000	04/01/2012 02/09/2022	Common Stock 2
Stock Option (Right to Buy)	\$ 0.55	03/02/2012		J ⁽¹⁾	7,600	02/09/2012 02/09/2022	Common Stock 7
Stock Option (Right to Buy)	\$ 1.2	03/02/2012		A	20,000	04/01/2012 ⁽⁴⁾ 03/02/2022	Common Stock 2
Stock Option (Right to Buy)	\$ 1.2	03/02/2012		A	7,600	03/02/2012 03/02/2022	Common Stock 7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Major Donald Andrew PRECISION OPTICS CORPORATION, INC. 22 EAST BROADWAY GARDNER, MA 01440	X		EVP, Corp. Development	

Signatures

/s/ Jack P. Dreimiller as attorney
in fact 03/06/2012

**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) Each of the Directors and Officers to whom options were granted on February 9, 2012 agreed to cancel the options granted and accept an equal number of replacement options granted on March 2, 2012, with an exercise price of \$1.20.
 - (2) The options were issued as compensation for services provided to the Company.

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- (3) The options were granted by the Company to compensate non-employee directors for their prior service on the Board of Directors.
- (4) The options vest 25%, or 5,000 shares, on the first day of each quarter, beginning on April 1, 2012 until all shares are fully vested.

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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