

Dyne Larry
Form 4
August 03, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Dyne Larry

2. Issuer Name and Ticker or Trading Symbol
TALON INTERNATIONAL, INC.
[TALN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2010

____ Director
 Officer (give title below) _____ Other (specify below)
President

C/O TALON INTERNATIONAL, INC., 21900 BURBANK BLVD., SUITE 270

(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

WOODLAND HILLS, CA 91367

(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	5. Number of Derivative Securities Acquired (A) or Disposed of (D)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a
					(Instr. 8)	(Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	
Restricted Stock Units	<u>(2)</u>	07/30/2010		A		5,778,500		<u>(3)</u>	<u>(3)</u>	Comm Stock
Stock Option (Right to Buy)	\$ 3.75	07/30/2010		D		20,000	12/12/2001 ⁽⁴⁾	12/12/2010		Comm Stock
Stock Option (Right to Buy)	\$ 3.64	07/30/2010		D		15,000	11/08/2002 ⁽⁴⁾	11/08/2011		Comm Stock
Stock Option (Right to Buy)	\$ 3.63	07/30/2010		D		25,000	12/31/2003 ⁽⁴⁾	12/31/2012		Comm Stock
Stock Option (Right to Buy)	\$ 3.5	07/30/2010		D		25,000	04/01/2004 ⁽⁴⁾	04/01/2013		Comm Stock
Stock Option (Right to Buy)	\$ 3.7	07/30/2010		D		45,500	04/08/2004 ⁽⁴⁾	04/08/2013		Comm Stock
Stock Option (Right to Buy)	\$ 3.14	07/30/2010		D		50,000	04/18/2006 ⁽⁴⁾	04/18/2015		Comm Stock
Stock Option (Right to Buy)	\$ 0.37	07/30/2010		D		425,000	<u>(1)</u> ⁽⁴⁾	01/16/2016		Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dyne Larry			President	

C/O TALON INTERNATIONAL, INC.
21900 BURBANK BLVD., SUITE 270
WOODLAND HILLS, CA 91367

Signatures

/s/ Larry Dyne

08/03/2010

 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) These stock options vested and became exercisable with respect to 1/3 of the shares on January 16, 2007, and with respect to the remaining shares in 24 equal monthly installments thereafter.
- (2) Each restricted stock unit represents a contingent right to receive 1 share of Talon International, Inc. common stock.
Vests 50% on the date which is thirteen months following July 30, 2010 and thereafter 10% will vest on each date which is eighteen,
- (3) twenty-four, thirty, thirty-six and forty-two months following July 30, 2010. Vested shares will be delivered to the reporting person as soon as practicable following the applicable vesting date.
- (4) These options were canceled.

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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