

Hayward James A
Form 4
October 17, 2018

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 *
Hayward James A

2. Issuer Name and Ticker or Trading Symbol
APPLIED DNA SCIENCES INC [APDN]

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

(Last) (First) (Middle)
50 HEALTH SCIENCES DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/17/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

STONY BROOK, NY 11790
(City) (State) (Zip)

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

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
			Code	V	(A)	(D)			
Stock Option (right to buy)	\$ 5.82	10/17/2018	D ⁽¹⁾			833,334	<u>(1)</u>	10/17/2018 ⁽¹⁾	Common Stock
Stock Option (right to buy)	\$ 5.82	10/17/2018	A ⁽¹⁾		833,334		10/17/2018	10/17/2023	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayward James A 50 HEALTH SCIENCES DRIVE STONY BROOK, NY 11790	X	X	Chairman, CEO and President	

Signatures

/s/ Beth Jantzen,
Attorney-in-Fact

10/17/2018

 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).

The two reported transactions involve an amendment of an outstanding option to extend the expiration date of such option from October 17, 2018 to October 17, 2023, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option (1) was originally granted on October 17, 2013 and provided for vesting (i) with respect to 25% of the underlying shares on the anniversary of the original date of grant and (ii) with respect to the remaining underlying shares, ratably each anniversary thereafter until fully vested on the fourth anniversary of the original date of grant.

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.