

BARNES JAMES A
Form 4
January 03, 2012

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 *
BARNES JAMES A

(Last) (First) (Middle)

1941 RAMROD AVENUE, #100

(Street)

HENDERSON, NV 89014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2011

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)
CFO, Treasurer and Secretary

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/29/2011		M		100,000	A	\$ 0.3	315,000	I	By Family Trust
Common Stock	12/29/2011		A		525,000 <u>(1)</u>	A	\$ 0 <u>(1)</u>	766,836 <u>(2)</u>	I	By Syzygy Licensing LLC
Common Stock								22,000	I	By Sunrise Capital, Inc.
Common Stock								335,000	I	By Sunrise Management Profit Sharing Plan

Common Stock	3,000	I	By personal retirement plan
Common Stock	2,750 ⁽³⁾	I	By spouse's personal retirement plan

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Stock Option (Right to Buy)	\$ 0.3	12/29/2011		M	100,000	12/31/2010 10/08/2015	Common Stock 550,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARNES JAMES A 1941 RAMROD AVENUE, #100 HENDERSON, NV 89014	CFO, Treasurer and Secretary

Signatures

/s/ JAMES A BARNES 01/03/2012

**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) Represents Mr. Barnes indirect pecuniary interest in shares issued by the Company to Syzygy for Assignment of Technology exempt from Section 16(b) by virtue of Rule 16b-3(d)1.
- (2) Represents Mr. Barnes indirect pecuniary interest in shares owned by Syzygy.
- (3) Mr. Barnes disclaims any beneficial interest in the shares held by spouse's retirement plan.
- (4) 12.5% of options granted vest each calendar quarter with all shares vested at 9/30/2012 subject to the terms of the 2010 Stock Plan and the option agreement.

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.