

VASCO DATA SECURITY INTERNATIONAL INC  
 Form 4  
 January 06, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HUNT T KENDALL**

2. Issuer Name and Ticker or Trading Symbol  
**VASCO DATA SECURITY INTERNATIONAL INC [VDSI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1901 SOUTH MEYERS ROAD, SUITE 210**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/05/2017**

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

**OAKBROOK TERRACE, IL 60181**

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
			Code	V	Amount		
Common Stock, \$0.001 par value					100,000	I	By the Charitable Remainder Trust <sup>(1)</sup>
Common Stock, \$0.001 par value					1,000	I	By Stepdaughter <sup>(2)</sup>
Common Stock, \$0.001 par					1,011,300	I	By the Barbara J. Hunt Marital

value								Trust
Common Stock, \$0.001 par value					200,000	I		By Spouse <sup>(3)</sup>
Common Stock, \$0.001 par value	01/05/2017		A	<u>36,860</u> <sup>(4)</sup>	A \$ 0	7,758,205	D	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNT T KENDALL 1901 SOUTH MEYERS ROAD, SUITE 210 OAKBROOK TERRACE, IL 60181	X	X	Chief Executive Officer	

## Signatures

/s/ Mark S. Hoyt,  
Attorney-in-Fact

01/06/2017

          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 reporting person disclaims beneficial ownership to the extent he does not have a pecuniary interest in the securities and this report  
(1) shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or any other purpose.

These shares held by the reporting person's stepdaughter who shares the reporting person's household. The reporting person disclaims  
(2) beneficial ownership of the shares held by his stepdaughter and this report should not be deemed as admission that the reporting person is the beneficial owner of his stepdaughter's shares for purposes of Section 16 or for any other purpose.

Shares held by reporting person's spouse. Reporting person disclaims beneficial ownership of the shares held by his spouse and this report  
(3) should not be deemed as admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or for any other purpose.

(4) Restricted common stock subject to vesting. 4,607 shares vest on each of July 5, 2017, January 5, 2018, July 5, 2018, and January 5, 2019. 4,608 shares vest on each of July 5, 2019, January 5, 2020, July 5, 2020 and January 5, 2021.

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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