

APPLIED DNA SCIENCES INC
 Form 4
 November 20, 2014

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)
 11/20/2014

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/20/2014		J ⁽¹⁾		315,171	A	Ⓛ
Common Stock	11/20/2014		P		76,923	A	\$ 3.24 <u>(2)</u>

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

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 (9-02)

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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 of Number of Shares
Warrants	\$ 3.5	11/20/2014		J ⁽¹⁾	315,171	⁽³⁾	11/20/2019	Common Stock	315,171
Warrants	\$ 3.5	11/20/2014		P	76,923	⁽³⁾	11/20/2019	Common Stock	76,923

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/ Karol Kain Gray,
Attorney-in-Fact
Date: 11/20/2014

__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) The reporting person was the holder of a 12.5% Promissory Note dated as of September 11, 2014 issued by Applied DNA Sciences, Inc. (the "Issuer") to the reporting person in the original principal amount of \$1,000,000. The Promissory Note, together with accrued interest, was exchanged (for no additional consideration) for shares of the Common Stock and Warrants to purchase Common Stock immediately prior to the closing of the Issuer's public offering pursuant to its Registration Statement on Form S-1 (File No. 333-199121), in an amount determined by the quotient obtained by dividing the outstanding principal and interest of the Promissory Note by \$3.25 (the price of the Common Stock and Warrants sold in the public offering).
- (2) Represents shares of the Issuer's common stock and Warrants purchased at the public offering price of \$3.24 per common share and \$0.01 per Warrant.
- (3) These warrants are fully exercisable.

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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