

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HUNT T KENDALL</u>  (Last) (First) (Middle) 1901 S. MEYERS ROAD SUITE 210  (Street) OAKBROOK IL 60181 TERRACE  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>VASCO DATA SECURITY INTERNATIONAL INC [ VDSI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 08/21/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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, \$0.001 par value								343,680 <sup>(2)</sup>	I	By the TKH Trust
Common Stock, \$0.001 par value								100,000	I	By the Barbara J. Hunt Marital Trust
Common Stock, \$0.001 par value								511,300	I	By the Estate of Barbara J. Hunt
Common Stock, \$0.001 par value	06/15/2012		G	V	1,000	A	\$0	1,000	I	Stepdaughter <sup>(1)</sup>
Common Stock, \$0.001 par value	06/15/2012		G	V	1,000	D	\$0	8,098,087 <sup>(2)</sup>	D	
Common Stock, \$0.001 par value	06/15/2012		G	V	500	D	\$0	8,097,587	D	
Common Stock, \$0.001 par value	08/21/2012		M		785	A	\$0.72	8,098,372	D	
Common Stock, \$0.001 par value	08/21/2012		S		785	D	\$10.1	8,097,587	D	
Common Stock, \$0.001 par value	08/22/2012		M		1,000	A	\$0.72	8,098,587	D	
Common Stock, \$0.001 par value	08/22/2012		S		1,000	D	\$10.1	8,097,587	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock, \$0.001 par value	\$2.53							01/08/2004	01/08/2014	Common Stock, \$0.001 par value	125,000		125,000	D	
Option to Purchase Common Stock, \$0.001 par value	\$0.72	08/21/2012		M		785		01/09/2003	01/09/2013	Common Stock, \$0.001 par value	785	\$0	124,215	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock, \$0.001 par value	\$0.72	08/22/2012		M			1,000	01/09/2003	01/09/2013	Common Stock, \$0.001 par value	1,000	\$0	123,215	D	

**Explanation of Responses:**

- This transaction involved a gift of securities by the reporting person to his stepdaughter who shares the reporting person's household. The reporting person disclaims 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.
- Adjusted to properly reflect the prior sale of 56,320 indirect shares previously reported as direct share sales on Form 4s filed December 3, 2010 and December 13, 2010 and Form 5 filed January 12, 2011.

/s/ Clifford K. Bown, Attorney-in-Fact      08/23/2012

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.