SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
HUNT T KENDALL	**VASCO DATA SECURITY INTERNATIONAL INC** [VDSI]	X Director X 10% Owner
(Last) (First) (Middle)		X Officer (give title below) Other (specify below)
1901 SOUTH MEYERS ROAD, SUITE 210	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2012	Chief Executive Officer
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
OAKBROOK TERRACE IL 60181		X Form filed by One Reporting Person
(City) (State) (Zip)		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, $0.001 par value								343,680	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								1,000	I	Stepdaughter[1]
Common Stock, $0.001 par value	11/29/2012		S		100	D	$7.66	8,052,487	D	
Common Stock, $0.001 par value	11/29/2012		S		400	D	$7.67	8,052,087	D	
Common Stock, $0.001 par value	11/29/2012		S		400	D	$7.68	8,051,687	D	
Common Stock, $0.001 par value	11/29/2012		S		100	D	$7.69	8,051,587	D	
Common Stock, $0.001 par value	11/29/2012		S		500	D	$7.7	8,051,087	D	
Common Stock, $0.001 par value	11/29/2012		S		194	D	$7.71	8,050,893	D	
Common Stock, $0.001 par value	11/29/2012		S		206	D	$7.72	8,050,687	D	
Common Stock, $0.001 par value	11/29/2012		S		1,730	D	$7.73	8,048,957	D	
Common Stock, $0.001 par value	11/29/2012		S		1,170	D	$7.74	8,047,787	D	
Common Stock, $0.001 par value	11/29/2012		S		900	D	$7.75	8,046,887	D	
Common Stock, $0.001 par value	11/29/2012		S		222	D	$7.76	8,046,665	D	
Common Stock, $0.001 par value	11/29/2012		S		900	D	$7.77	8,045,765	D	
Common Stock, $0.001 par value	11/29/2012		S		2,079	D	$7.78	8,043,686	D	
Common Stock, $0.001 par value	11/29/2012		S		899	D	$7.79	8,042,787	D	
Common Stock, $0.001 par value	11/29/2012		S		200	D	$7.81	8,042,587	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				

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							01/08/2007	01/08/2014	Common Stock, $0.001 par value	125,000		125,000	D	

Explanation of Responses:

1. These shares held by the reporting person's 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.

/s/ Clifford K. Bown, Attorney-in-Fact   11/30/2012

** 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.