

DATAWATCH CORP
Form 4
February 11, 2015

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 *
Mistry Sanjay K

(Last) (First) (Middle)

C/O DATAWATCH CORPORATION, 271 MILL ROAD, QUORUM OFFICE PARK

(Street)

CHELMSFORD, MA 01824

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DATAWATCH CORP [DWCH]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2015

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)
Vice President, Controller

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	02/09/2015		P		10,000	A	\$ 6.255 (1)	54,700	D
Common Stock	02/10/2015		P		19,300	A	\$ 6.205 (2) (3)	74,000	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 Beneficially Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mistry Sanjay K C/O DATAWATCH CORPORATION 271 MILL ROAD, QUORUM OFFICE PARK CHELMSFORD, MA 01824			Vice President, Controller	

Signatures

/s/ William B. Asher, Jr. as attorney-in-fact for Reporting Person
Date: 02/11/2015

__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 price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from
- (1) \$5.97 to \$6.30. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within this range.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from
- (2) \$6.13 to \$6.25. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within this range.
- The reporting person's purchase of Issuer's common stock reported herein was matchable under Section 16(b) of the Securities Exchange Act of 1934, to the extent of 1,333 shares, with the reporting person's sale of 1,333 shares of DWCH common stock on December 15, 2014 (the "December 15 Sale"), as previously reported. The reporting person has agreed in writing with the Issuer to pay to the Issuer
- (3) \$3,172.71, representing an amount equal to (i) the full amount of the profit realized from the matching transactions (\$3,371.06) minus (ii) the amount of profit previously disgorged to the Company arising from the matching of the December 15 Sale to a purchase the Issuer's common stock by the reporting person also on December 15, 2014 (\$198.35), as reported in the reporting person's Form 4 filed on December 17, 2014. The reporting person has made such payment prior to the filing of this Form.

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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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