

ACCESS INTEGRATED TECHNOLOGIES INC
 Form 4
 November 12, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MAYO A DALE

2. Issuer Name and Ticker or Trading Symbol
 ACCESS INTEGRATED TECHNOLOGIES INC [AIXD]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 President, CEO and Chairman

C/O ACCESS INTEGRATED TECHNOLOGIES, INC., 55 MADISON AVENUE
 (Street)

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

MORRISTOWN, NJ 07960
 (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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class B Common Stock					733,811	D	
Class A Common Stock	11/10/2008		P	100	A \$ 0.86	130,988 ⁽¹⁾	D
Class A Common Stock	11/10/2008		P	1,100	A \$ 0.91	132,088 ⁽¹⁾	D

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Class A Common Stock	11/10/2008		P	1,000	A	\$ 0.9	133,088 ⁽¹⁾	D	
Class A Common Stock	11/10/2008		P	900	A	\$ 0.92	133,988 ⁽¹⁾	D	
Class A Common Stock	11/10/2008		P	100	A	\$ 0.95	134,088 ⁽¹⁾	D	
Class A Common Stock	11/10/2008		P	300	A	\$ 0.87	134,388 ⁽¹⁾	D	
Class A Common Stock	11/10/2008		P	400	A	\$ 0.89	134,788 ⁽¹⁾	D	
Class A Common Stock	11/10/2008		P	46,100	A	\$ 0.88	180,888 ⁽¹⁾	D	
Class A Common Stock							99,500	I	By spouse <u>(2)</u>

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

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SEC 1474
(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.04					03/08/2006	06/09/2010	Class A Common Stock	100,000

Stock Option (Right to Buy)	\$ 10.89	09/14/2006	12/15/2010	Class A Common Stock	300,000
Stock Option (Right to Buy)	\$ 3.25	03/31/2011 ⁽³⁾	03/31/2013	Class A Common Stock	750,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAYO A DALE C/O ACCESS INTEGRATED TECHNOLOGIES, INC. 55 MADISON AVENUE MORRISTOWN, NJ 07960	X	X	President, CEO and Chairman	

Signatures

/s/ A. Dale
Mayo

11/10/2008

**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) Includes 59,761 shares of Class A Common shares issued on January 24, 2008, pursuant to the Issuer's Second Amended and Restated 2000 Equity Incentive Plan, one-third of which shares vest on each anniversary of the date of grant.

(2) Includes 12,000 shares of Class A common stock held for the account of Reporting Person's grandchildren, the custodian of which accounts is Reporting Person's spouse. Reporting Person disclaims beneficial ownership of all the shares of Class A common stock held by the Reporting Person's spouse.

(3) Vesting may accelerate as follows: (a) on 3/31/09, 1/3 of the options will vest if the Class A Common Stock (the "Common Stock") has traded at \$7.00 or more for at least 10 consecutive trading days (a "10-day period") during the year ending on such date; 2/3 of the options will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the year ending on such date; or all of the options will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date; and (b) on 3/31/10, 1/3 of the unvested options will vest if the Common Stock has traded at \$7.00 or more for a 10-day period during the two years ending on such date; 2/3 of the unvested options will vest if the Common Stock has traded at \$9.50 or more for a 10-day period during the two years ending on such date; or all of the unvested options will vest if the Common Stock has traded at \$12.00 or more for a 10-day period during the year ending on such date.

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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