

EHRMAN MICHAEL L
Form 4
April 02, 2012

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 *
EHRMAN MICHAEL L

(Last) (First) (Middle)

C/O I.D. SYSTEMS, INC., 123
TICE BOULEVARD

(Street)

WOODCLIFF LAKE, NJ 07677

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ID SYSTEMS INC [IDSY]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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, par value \$0.01 per share	03/29/2012		A		5,312 (1) A \$ 0 (1) 263,279 (2) (3) 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 5.93	03/29/2012		A	33,784	03/29/2015	03/29/2022	Common Stock, par value \$0.01 per share	33,784

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EHRMAN MICHAEL L C/O I.D. SYSTEMS, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677			Chief Technology Officer	

Signatures

/s/ Michael L.
Ehrman 04/02/2012

**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) On March 29, 2012, Michael L. Ehrman (the "Reporting Person") was granted 5,312 restricted shares of common stock, par value \$0.01 per share ("Common Stock"), of I.D. Systems, Inc. (the "Company") in consideration of his services as an officer of the Company. This award vests as to 100% of such shares on the third anniversary of the date of grant, subject to the terms and conditions of a restricted stock award agreement and the Company's 2007 Equity Compensation Plan (the "Plan").

(2) This number also includes (i) 17,655 restricted shares of Common Stock which vest on June 29, 2012, provided that the Reporting Person is employed by the Company on such date, (ii) 21,930 restricted shares of Common Stock which vest on February 5, 2013, provided that the Reporting Person is employed by the Company on such date, and (iii) 6,684 restricted shares of Common Stock which vest on March 30, 2014, provided that the Reporting Person is employed by the Company on such date.

(3) In reports previously filed by the Reporting Person under Section 16 of the Securities Exchange Act of 1934, as amended, with respect to the Company's Common Stock, this number also had included the number of stock options held by the Reporting Person that were currently exercisable or which would become exercisable within 60 days of the date of the transaction requiring such report. Commencing with this report, the number of stock options held by the Reporting Person has now been properly excluded from the total number of

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non-derivative securities reported in Table I.

- (4) These employee stock options were granted to the Reporting Person in consideration of his services as an officer of the Company. The options were granted to the Reporting Person pursuant and subject to the Plan.

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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