

ID SYSTEMS INC  
Form 4  
April 02, 2012

**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 \*  
MONACO MICHAEL P

(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  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	03/29/2012		A		8,499 <u>(1)</u>	A	\$ 0 <u>(1)</u>
					41,145 <sup>(2)</sup>	D	

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)**

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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 Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONACO MICHAEL P C/O I.D. SYSTEMS, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677	X			

## Signatures

/s/ Ned Mavrommatis, Attorney-in-Fact for Michael P. Monaco 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 (the "Grant Date"), Michael P. Monaco (the "Reporting Person") was granted 8,499 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 a director of the Company. This award vests in equal increments of 25% on a quarterly basis over the one-year period following the Grant Date, and is subject to the terms and conditions of a restricted stock award agreement and the Company's 2009 Non-Employee Director Equity Compensation Plan, as amended.

(2) This number also includes (i) 9,000 restricted shares of Common Stock which vest over a five-year period that commenced on June 29, 2009, with 20% of such shares vesting on each anniversary of such date, (ii) 10,563 restricted shares of Common Stock which vest over a five-year period that commenced on February 5, 2010, with 20% of such shares vesting on each anniversary of such date, and (iii) 6,416 restricted shares of Common Stock which vest over a five-year period that commenced on March 30, 2011, with 20% of such shares vesting on each anniversary of such date, and, in each case, provided that the Reporting Person is a director of the Company on the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.