

BURSTEIN LAWRENCE S
Form 4
April 01, 2011

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 *
BURSTEIN LAWRENCE S

(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)
03/30/2011

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	03/30/2011		A		6,416 <u>(1)</u>	A	\$ 0 <u>(1)</u>
					171,770	(2)	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)

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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. Amount or Number of Shares	
Stock options (right to buy)	\$ 4.55	03/30/2011		A	13,649	(3)	03/30/2021	Common Stock, par value \$0.01 per share	13,649

Reporting Owners

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

Signatures

By: /s/ Ned Mavrommatis, Attorney-in-Fact for Lawrence S. Burstein 04/01/2011

__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) This number represents shares of common stock, par value \$0.01 per share ("Common Stock"), of I.D. Systems, Inc. (the "Company"), underlying a restricted stock award granted to the Reporting Person under the Company's 2009 Non-Employee Director Equity Compensation Plan (the "Plan"), on March 30, 2011, in consideration of his services as a director of the Company. This award vests in equal increments of 20% per year beginning on the one-year anniversary of the grant date, such that the award will vest as to 20% of the shares on each of the first, second, third, fourth and fifth anniversaries of the grant date, provided that the Reporting Person is serving as a director of the Company on such anniversary of the grant date, and subject to the terms and conditions of a restricted stock award agreement and the Plan.

(2) This number also includes (i) 132,291 shares of Common Stock issuable upon exercise of options which are currently exercisable or which will become exercisable within 60 days of March 30, 2011, (ii) 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 each year (provided that the Reporting Person is a director of the Company on the applicable vesting date), (iii) 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 each year (provided that the Reporting Person is a director of the Company on the applicable vesting date), and (iv) 3,500 shares of Common Stock held in the Reporting Person's IRA account.

(3) The options vest in equal increments over a five-year period commencing on the grant date, such that 20% of the options will vest on each of the first, second, third, fourth and fifth anniversaries of the grant date. These options were granted to the Reporting Person in consideration of his services as a director of the Company. The options were granted to the Reporting Person pursuant and subject to the

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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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