ID SYSTEMS INC
Form 4
September 10, 2014

FORM 4

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * MAVROMMATIS NED	2. Issuer Name **and** Ticker or Trading Symbol **ID SYSTEMS INC** [IDSY]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2014	(Check all applicable) _____ Director _____ 10% Owner __X__ Officer (give title _____ _____ Other (specify below) below) Chief Financial Officer
C/O I.D. SYSTEMS, INC., 123 TICE BOULEVARD		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
WOODCLIFF LAKE, NJ 07677		
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.01 per share	03/30/2014		F		2,905 (1)	D	$ 5.76	79,095 (2) (3)	D	
Common Stock, par value $0.01 per share	09/08/2014		A		50,000 (4)	A	$ 0 (4)	129,095 (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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAVROMMATIS NED C/O I.D. SYSTEMS, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677			Chief Financial Officer	

Signatures

/s/ Ned Mavrommatis	09/10/2014
**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) These shares of common stock, par value $0.01 per share ("Common Stock"), of I.D. Systems, Inc. (the "Company") were withheld by the Company to satisfy tax withholding obligations upon the vesting of a restricted stock award previously made to Ned Mavrommatis (the "Reporting Person"), as permitted under the Company's 2007 Equity Compensation Plan, as amended (the "Plan").

(2) This number also includes (i) 7,500 restricted shares of Common Stock which vest on March 27, 2015, provided that the Reporting Person is employed by the Company on such date; provided, further, that if the Reporting Person is terminated other than for Cause (as such term is defined in the Plan) within the nine-month period immediately following June 20, 2014, 100% of such restricted shares shall vest immediately, (ii) 6,374 restricted shares of Common Stock which vest on March 29, 2015, provided that the Reporting Person is employed by the Company on such date, (continue with footnote (3))

(3) (iii) 7,500 restricted shares of Common Stock which vest on March 27, 2016, provided that the Reporting Person is employed by the Company on such date; provided, further, that if the Reporting Person is terminated other than for Cause within the nine-month period

immediately following June 20, 2014, 100% of such restricted shares shall vest immediately, and (iv) 6,991 restricted shares of Common Stock which vest on April 4, 2016, provided that the Reporting Person is employed by the Company on such date.

(4) On September 8, 2014 (the "Grant Date"), the Reporting Person was granted 50,000 restricted shares of Common Stock under the Plan, in consideration of his services as an officer of the Company. Subject to the terms and conditions of a restricted stock award agreement and the Plan, this award vests as to 25% of such shares on each of the first, second, third and fourth anniversaries of the Grant Date; provided that the Reporting Person is employed by the Company on each 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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