

BSQUARE CORP /WA

Form 4

May 29, 2007

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 *
BIBEAULT DONALD B

(Last) (First) (Middle)

110 - 110TH AVENUE, NE, SUITE
200

(Street)

BELLEVUE, WA 98004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BSQUARE CORP /WA [BSQR]

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

05/24/2007

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 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	05/24/2007		M		1,876	A \$ 2.36	129,376 D
Common Stock	05/24/2007		M		1,250	A \$ 1.92	130,626 D
Common Stock	05/24/2007		M		1,250	A \$ 3.04	131,876 D
Common Stock	05/24/2007		M		1,938	A \$ 2.24	133,814 D
Common Stock	05/24/2007		M		1,752	A \$ 3.12	135,566 D

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Common Stock	05/24/2007	M	1,689	A	\$ 2.1	137,255	D
Common Stock	05/24/2007	M	1,626	A	\$ 2.21	138,881	D
Common Stock	05/24/2007	M	1,752	A	\$ 2.506	140,633	D
Common Stock	05/25/2007	M	20,000	A	\$ 4	160,633	D

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

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(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)	\$ 2.36	05/24/2007		M	1,876	<u>(1)</u>	11/08/2015	Common Stock		1,876 <u>(2)</u>
Stock Option (Right to Buy)	\$ 1.92 <u>(2)</u>	05/24/2007		M	1,250 <u>(2)</u>	<u>(3)</u>	05/10/2015	Common Stock		1,250 <u>(2)</u>
Stock Option (Right to Buy)	\$ 3.04 <u>(2)</u>	05/24/2007		M	1,250 <u>(2)</u>	<u>(4)</u>	03/10/2015	Common Stock		1,250 <u>(2)</u>
Stock Option (Right to Buy)	\$ 2.24 <u>(2)</u>	05/24/2007		M	1,938 <u>(2)</u>	<u>(5)</u>	08/16/2015	Common Stock		1,938 <u>(2)</u>
Stock Option	\$ 3.12	05/24/2007		M	1,752	<u>(6)</u>	03/14/2016	Common Stock		1,752

(Right to Buy)

Stock Option (Right to Buy)	\$ 2.1	05/24/2007	M	1,689	<u>(7)</u>	08/08/2016	Common Stock	1,689
Stock Option (Right to Buy)	\$ 2.21	05/24/2007	M	1,626	<u>(8)</u>	11/14/2016	Common Stock	1,626
Stock Option (Right to Buy)	\$ 2.506	05/24/2007	M	1,752	<u>(9)</u>	05/09/2016	Common Stock	1,752
Stock Option (Right to Buy)	\$ 4	05/25/2007	M	20,000 <u>(2)</u>	<u>(10)</u>	07/24/2013	Common Stock	20,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIBEAULT DONALD B 110 - 110TH AVENUE, NE SUITE 200 BELLEVUE, WA 98004	X			

Signatures

/s/ Scott C. Mahan for Donald B. Bibeault by Power of Attorney

05/29/2007

 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) The option was vested and exercisable as to 1,876 shares as of May 8, 2007 and vests every three months thereafter as to one-eighth of the total number of shares underlying the option at grant (12,500 shares).
- (2) On September 30, 2005, the common stock of BSQUARE Corporation split one-for-four. The indicated stock options were adjusted as to price and number of underlying shares to reflect this stock split.
- (3) The option was fully vested as of May 10, 2007.
- (4) The option was fully vested as of March 10, 2007.
- (5) The option was vested and exercisable as to 1,938 shares as of May 16, 2007 and vests as to the remaining 1,562 shares on August 16, 2007.
- (6)

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The option was vested and exercisable as to 1,752 shares as of March 14, 2007 and vests every three months thereafter as to one-eighth of the total number of shares underlying the option at grant (12,500 shares).

- (7) The option was vested and exercisable as to 1,689 shares as of May 8, 2007 and vests every three months thereafter as to one-eighth of the total number of shares underlying the option at grant (12,500 shares).
- (8) The option was vested and exercisable as to 1,626 shares as of May 14, 2007 and vests every three months thereafter as to one-eighth of the total number of shares underlying the option at grant (12,500 shares).
- (9) The option was vested and exercisable as to 1,752 shares as of May 9, 2007 and vests every three months thereafter as to one-eighth of the total number of shares underlying the option at grant (12,500 shares).
- (10) The option was fully vested as of July 24, 2005.

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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