

NORRIS ELWOOD G
 Form 4
 January 03, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 NORRIS ELWOOD G

(Last) (First) (Middle)

1941 RAMROD AVENUE, #100

(Street)

HENDERSON, NV 89014

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Parametric Sound Corp [PAMT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/29/2011

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)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/29/2011		M		375,000	A	\$ 0.33
Common Stock	12/29/2011		A		975,000 <u>(1)</u>	A	\$ 0 <u>(1)</u>
Common Stock					900,413	I	
Common Stock					128,598	D	
Common Stock					22,498	I	

By Family Trust
 By Syzygy Licensing LLC
 by personal LLC
 By personal investment

company

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)

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
Stock Option (Right to Buy)	\$ 0.33	12/29/2011		M	375,000	12/31/2010	10/08/2015	Common Stock	375,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORRIS ELWOOD G 1941 RAMROD AVENUE, #100 HENDERSON, NV 89014	X	X	President and CEO	

Signatures

/s/ James A Barnes as Attorney-in-Fact for Elwood G Norris 01/03/2012

__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) Represents Mr. Norris indirect pecuniary interest in shares issued by the Company to Syzygy for Assignment of Technology exempt from Section 16(b) by virtue of Rule 16b-3(d)1.
- (2) Represents Mr. Norris indirect pecuniary interest in shares owned by Syzygy.
- (3) 12.5% of options granted vest each calendar quarter with all shares vested at 9/30/2012 subject to the terms of the 2010 Stock Plan and the option agreement.

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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