#### POTASHNER KENNETH F

Form 4

January 03, 2012

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* POTASHNER KENNETH F

2. Issuer Name and Ticker or Trading

Issuer

Symbol

Parametric Sound Corp [PAMT]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X\_ Director Officer (give title

10% Owner Other (specify

C/O MAXWELL TECHNOLOGIES

(Street)

INC, 9244 BALBOA AVE

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

12/29/2011

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

SAN DIEGO, CA 92123

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(Instr. 4)

(A)

Following Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Securi Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Stock Option (Right to Buy)	\$ 0.65	12/29/2011		A	50,000 (1)		12/31/2011(1)	12/29/2016	Common Stock	5
Stock Option (Right to Buy)	\$ 0.65	12/29/2011		A	2,050,000 (2)		12/29/2011 <u>(2)</u>	12/29/2016	Common Stock	2,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 8	Director	10% Owner	Officer	Other		
POTASHNER KENNETH F C/O MAXWELL TECHNOLOGIES INC 9244 BALBOA AVE SAN DIEGO, CA 92123	X					

## **Signatures**

/s/ James A Barnes as Attorney-in-Fact for Kenneth F. Potashner

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) Options vest over 8 calendar quarters with first 12.5% vested on December 31, 2011, subject to the terms of the 2012 Stock Plan and stock agreement.
- (2) 10% of the options granted vested on grant and the balance over 8 calendar quarters with first quarter vesting on March 31, 2012 subject to the terms of the 2012 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. 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.

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