Diaz Diana P Form 4 November 13, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations

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may continue.

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)

See Instruction

1. Name and Address of Reporting Person *

Diaz Diana P

(Last)

(City)

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

SHARPS COMPLIANCE CORP

[SMED]

3. Date of Earliest Transaction

(First) (Middle)

9220 KIRBY DRIVE SUITE 500 11/07/2012

(Street)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Vice President & CFO

4. If Amendment, Date Original

Filed(Month/Day/Year)

(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

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

HOUSTON, TX 77054

1. Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

Indirect

7. Nature of

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amour **Underlying Securit** (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

Other

Title

Amo or

> Num of Share

> > 3,5

Date

Sharps

Compliance 2010 Stock

\$ 3.05 11/07/2012 A 3,575 11/07/2013(1) 11/07/2019

Common

Stock

Plan **Options**

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Diaz Diana P

9220 KIRBY DRIVE SUITE 500 HOUSTON, TX 77054

Vice President & CFO

Signatures

Tiffani Perry

11/12/2012 Date

**Signature of

Reporting Person

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).

Ms. Diaz was granted options to purchase 3,575 shares of common stock under the Sharps Compliance 2010 Stock Plan which vests as (1) follows: one-fourth on November 7, 2013, one-fourth on November 7, 2014, one-fourth on November 7, 2015 and one-fourth on November 7, 2016. The exercise price of the stock is equal to the market price of the Company's common stock at the date of grant.

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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