#### POTASHNER KENNETH F

Form 4

August 20, 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

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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 Symbol

Parametric Sound Corp [PAMT]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

C/O MAXWELL TECHNOLOGIES

(Street)

(State)

(Month/Day/Year)

(First)

08/17/2012

X\_ Officer (give title Other (specify below) below)

INC. 9244 BALBOA AVE

(Instr. 8)

(Month/Day/Year)

**Executive Chairman** 

(Check all applicable)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

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

SAN DIEGO, CA 92123

(City)

Security

(Instr. 3)

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

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (T) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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 Amount of Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares Stock Option Common 08/17/2012 12/29/2016 \$ 3.25 08/17/2012 A 20,000 20,000 (Right to Stock Buy)

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

POTASHNER KENNETH F C/O MAXWELL TECHNOLOGIES INC 9244 BALBOA AVE SAN DIEGO, CA 92123

X

**Executive Chairman** 

### **Signatures**

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

04/20/2012

\*\*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).

On December 29, 2011 the reporting person was granted an option to purchase 410,000 shares of common stock. On April 3, 2012 the vesting was modified with 390,000 shares vesting over time and so reported and 20,000 shares not considered at that time Section 16 derivative securities due to performance vesting. On August 17, 2012 the performance criteria was met resulting in vesting of the option on 20,000 shares.

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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