

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-02**

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### REPORTING OWNER

**Johnson Barbara M**

CIK: **1503279**

Type: **4** | Act: **34** | File No.: **001-32509** | Film No.: **111184626**

Mailing Address

*MAIL CODE: SWC*

*KENNEDY SPACE CENTER FL*

*32899*

### ISSUER

**World Surveillance Group Inc.**

CIK: **919742** | IRS No.: **880292161** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address

*1400 STATE ROAD 405*

*BLDG M6-306A*

*KENNEDY SPACE CENTER FL*

*32815*

Business Address

*1400 STATE ROAD 405*

*BLDG M6-306A*

*KENNEDY SPACE CENTER FL*

*32815*

*321.452.3545*

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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. Name and Address of Reporting Person <b>Johnson Barbara M</b>			2. Issuer Name and Ticker or Trading Symbol <b>World Surveillance Group Inc. [WSGI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/02/2011</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
MAIL CODE: SWC			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>KENNEDY SPACE CENTER, FL 32899</b>								
(City)	(State)	(Zip)						

**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 \$.00001 par value	11/02/2011		A		400,000	A \$0.075	1,900,000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Common Stock Purchase Warrants	\$0.21	11/02/2011		A		400,000		11/02/2011	(L)	Common Stock \$.00001 par value	400,000	\$0.21	400,000	D	

**Explanation of Responses:**

1. On November 2, 2011, Ms. Johnson entered into an agreement to convert \$30,000 in accrued cash salary into 400,000 shares of common stock valued at \$.075 per share and received common stock purchase warrants for 400,000 shares of common stock with an exercise price of \$.21 per share and term of three years. The warrants are exercisable on a cashless basis.

**Signatures**

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**