

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**  
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### REPORTING OWNER

#### **Waters W. Dean**

CIK: **1467220**

Type: **4** | Act: **34** | File No.: **000-53754** | Film No.: **13528401**

#### Mailing Address

VYSTAR CORPORATION,  
3235 SATELLITE BLVD  
BUILDING 400, SUITE 290  
DULUTH GA 30096

### ISSUER

#### **Vystar Corp**

CIK: **1308027** | IRS No.: **202027731** | State of Incorporation: **GA** | Fiscal Year End: **1231**

SIC: **3060** Fabricated rubber products, nec

#### Mailing Address

3235 SATELLITE  
BOULEVARD  
BUILDING 400, SUITE 290  
DULUTH GA 30096

#### Business Address

3235 SATELLITE  
BOULEVARD  
BUILDING 400, SUITE 290  
DULUTH GA 30096  
770-965-0383

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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## 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>Waters W. Dean</b>			2. Issuer Name and Ticker or Trading Symbol <b>Vystar Corp [VYST]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>			
3235 SATELLITE BOULEVARD,, BUILDING 400, SUITE 290						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		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	
DULUTH, GA 30096						
(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			

**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						Amount or Number of Shares
Warrant to Purchase Common Stock	\$0.35	01/10/2013		A		100,000		(1)	01/10/2023	Common Stock, par value \$0.0001	100,000	\$ 0	100,000	D	

**Explanation of Responses:**

1. 20,000 of the shares issuable upon exercise of the warrant vested and became exercisable on the date of grant. The remaining shares issuable upon exercise of the warrant shall vest and become exercisable in increments of 16,000 shares for each loan advance made to the Issuer in the principal amount of \$100,000, pursuant to a Promissory Grid Note issued by the Issuer.

**Signatures**

Gerald L. Baxter, Attorney-in-Fact

\*\* Signature of Reporting Person

01/10/2013

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.**