

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**  
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### ISSUER

#### VASCO DATA SECURITY INTERNATIONAL INC

CIK: [1044777](#) | IRS No.: [364169320](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7373** Computer integrated systems design

Mailing Address  
*1919 S HIGHLAND AVE  
STE 118 C  
LOMBARD IL 60148*

Business Address  
*1901 SOUTH MYERS ROAD  
SUITE 210  
OAKBROOK TERRACE IL  
60181  
6309328844*

### REPORTING OWNER

#### HUNT T KENDALL

CIK: [1063235](#)  
Type: **4** | Act: **34** | File No.: [000-24389](#) | Film No.: [13520546](#)

Mailing Address  
*C/O VASCO DATA SECURITY  
1901 S MEYERS ROAD  
OAKBROOK TERRACE IL  
60181*

# 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>HUNT T KENDALL</b>			2. Issuer Name and Ticker or Trading Symbol <b>VASCO DATA SECURITY INTERNATIONAL INC [VDSI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/07/2013</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		
1901 SOUTH MEYERS ROAD, SUITE 210			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>OAKBROOK TERRACE, IL 60181</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, \$0.001 par value								343,680	I	By the TKH Trust
Common Stock, \$0.001 par value								100,000	I	By the Barbara J. Hunt Marital Trust
Common Stock, \$0.001 par value								511,300	I	By the estate of Barbara J. Hunt
Common Stock, \$0.001 par value								100,000	I	By the Charitable Remainder Trust (1)
Common Stock, \$0.001 par value								1,000	I	Stepdaughter (2)
Common Stock, \$0.001 par value	01/07/2013		A		33,980 (3)	A	\$ 0	8,046,567	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	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	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				of (D) (Instr. 3, 4, and 5)				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	(I) (Instr. 4)
				Code	V	(A)	(D)						
Option to Purchase Common Stock, \$0.001 par value	\$2.53						01/08/2007	01/08/2014	Common Stock, \$0.001 par value	125,000	125,000	D	

**Explanation of Responses:**

1. The reporting person disclaims beneficial ownership to the extent he does not have a pecuniary interest in the securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for the purpose of Section 16 or any other purpose.
2. These shares held by the reporting person's stepdaughter who shares the reporting person's household. The reporting person disclaims beneficial ownership of the shares held by his stepdaughter and this report should not be deemed as admission that the reporting person is the beneficial owner of his stepdaughter's shares for purposes of Section 16 or for any other purpose.
3. All shares are common restricted stock. Restricted stock vests 25% each anniversary of the date of grant. Restricted stock also vests fully at death or disability.

**Signatures**

/s/ Clifford K. Bown, Attorney-in-Fact

\*\* Signature of Reporting Person

01/09/2013

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.**