

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-08**
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REPORTING OWNER

Caragol William J

CIK: **1380465**

Type: **4** | Act: **34** | File No.: **001-33297** | Film No.: **13523832**

Mailing Address

*1690 SOUTH CONGRESS
AVENUE
SUITE 200
DELRAY BEACH FL 33445*

ISSUER

POSITIVEID Corp

CIK: **1347022** | IRS No.: **061637809** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **3669** Communications equipment, nec

Mailing Address

*1690 SOUTH CONGRESS
AVENUE
SUITE 200
DELRAY BEACH FL 33445*

Business Address

*1690 SOUTH CONGRESS
AVENUE
SUITE 200
DELRAY BEACH FL 33445
561-805-8008*

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 Caragol William J			2. Issuer Name and Ticker or Trading Symbol POSITIVEID Corp [PSID]		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) Chairman and CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2013			
1690 SOUTH CONGRESS AVENUE, SUITE 201						
(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	
DELRAY BEACH, FL 33445						
(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	01/08/2013		A		10,000,000 ⁽¹⁾	A	\$ 0	17,825,000	D	
Common Stock	01/08/2013		A		18,472,907 ⁽²⁾	A	\$0.0203	36,297,907	D	
Common Stock	01/08/2013		A		2,500,000 ⁽³⁾	A	\$ 0	38,797,907	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		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Shares were granted to Mr. Caragol as incentive compensation. The shares were issued pursuant to a Restricted Stock Award Agreement dated January 8, 2013 and will vest on January 1, 2016.
2. Shares were granted pursuant to the January 8, 2013 equity conversion program. Pursuant to that program Mr. Caragol converted \$300,000 of deferred cash compensation owed to him into restricted shares of common stock which shares were issued at a 25% premium to the closing bid price of the Issuer's common stock on January 8, 2012. The shares were issued pursuant to the Restricted Shares Award Agreement dated January 8, 2013 and will vest on January 1, 2016.
3. Shares of restricted stock were granted to Mr. Caragol pursuant to the First Amendment to Employment and Non-Compete Agreement dated December 7, 2011. These restricted shares will vest on January 1, 2015.

Signatures

/s/ William J Caragol

** 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.