

KEYW HOLDING CORP
 Form 5
 February 13, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
HANNON JOHN G

(Last) (First) (Middle)

**7740 MILESTONE PARKWAY,
 SUITE 400**

(Street)

HANOVER, MD 21076

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KEYW HOLDING CORP [KEYW]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.001	04/12/2012	Â	G	259,104 (1) A \$ 0	288,595	I	John G. Hannon Revocable Trust U/A dated 03/09/04 (2)
Common stock, par value	08/23/2012	Â	G	275,000 (3) D \$ 0	13,595	I	John G. Hannon Revocable

\$0.001										Trust U/A dated 03/09/04 ⁽²⁾
Common stock, par value \$0.001	12/06/2012	Â	G	<u>180,764</u> ⁽¹⁾	A	\$ 0	194,359	I		John G. Hannon Revocable Trust U/A dated 03/09/04 ⁽²⁾
Common stock, par value \$0.001	12/27/2012	Â	G	67,859	D	\$ 0	126,500	I		John G. Hannon Revocable Trust U/A dated 03/09/04 ⁽²⁾
Common stock, par value \$0.001	12/31/2012	Â	G	36,200	D	\$ 0	35,330	D	Â	

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

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SEC 2270 (9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HANNON JOHN G
7740 MILESTONE PARKWAY, SUITE 400

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HANOVER, MD 21076

Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for John G.
Hannon

02/13/2013

____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).
- (1) Transfer of securities to reporting person in satisfaction of annuity obligation.
- (2) Mr. Hannon is the trustee of this trust and has voting and dispositive power over the shares. He disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.
- (3) Transfer of securities from reporting person in satisfaction of annuity obligation.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.