

SHARPS COMPLIANCE CORP
 Form 4
 September 02, 2015

FORM 4

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

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TUSA DAVID P

2. Issuer Name and Ticker or Trading Symbol
 SHARPS COMPLIANCE CORP
 [SMED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9220 KIRBY DRIVE, SUITE 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/31/2015

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

HOUSTON, TX 77054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	08/31/2015		M		\$ 2.1	165,000	D
Common Stock	08/31/2015		S		\$ 7.25	115,000	D
Common Stock	09/01/2015		S		\$ 7.45	105,000	D
Common Stock	09/02/2015		M ⁽²⁾		\$ 3.05	110,625	D
Common Stock	09/02/2015		S		\$ 7.89	105,000	D

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

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(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)	Amount or Number of Shares
Sharps Compliance 2010 Stock Plan	\$ 2.1	08/31/2015		M	50,000 (3)	11/06/2012 11/06/2015	Common Stock	50,000
Sharps Compliance 2010 Stock Plan	\$ 3.05	09/02/2015		M(2)	5,625	11/07/2014 11/07/2019	Common Stock	5,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TUSA DAVID P 9220 KIRBY DRIVE SUITE 500 HOUSTON, TX 77054	X		CEO and President	

Signatures

Celina Sanchez 09/02/2015

**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) This represents the weighted average sale of the 50,000 shares. Shares were sold within a range between \$7.20 and \$7.35.

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- (2) Cashless exercise and immediate sale through a broker of a stock award granted on November 7, 2012. All shares were issued under the Sharps Compliance Corp. 2010 Stock Plan, are currently exercisable and would have expired on November 7, 2019.
- (3) This option is fully vested and exercisable.

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

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