

Midland Lawrence W.
Form 3
May 07, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Midland Lawrence W. | | (Month/Day/Year) | SCM MICROSYSTEMS INC [SCMM] | |
| (Last) | (First) | 04/30/2009 | | |
| 1900 CARNEGIE AVENUE, Â BUILDING B | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SANTA ANA, Â CA Â 92705 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | Executive Vice President | |
| | | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,257,600 ⁽¹⁾ ⁽²⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|---------|----------------------------|---|
| Warrants to purchase Common Stock | 04/30/2012 | 04/30/2014 | Common Stock | 628,800 <u>(1) (3)</u> | \$ 3 | D | Â |
| Stock Option (Right to Buy) | 04/30/2010 | 04/30/2016 | Common Stock | 40,000 <u>(4)</u> | \$ 2.37 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Midland Lawrence W. 1900 CARNEGIE AVENUE BUILDING B SANTA ANA, CA 92705 | Â X | Â | Â Executive Vice President | Â |

Signatures

/s/ Lawrence W.
Midland

05/06/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The securities reported herein were acquired pursuant to a merger between Hirsch Electronics Corporation and Deer Acquisition, Inc., a wholly-owned subsidiary of SCM Microsystems, Inc., in which each share of Hirsch Electronics Corporation was exchanged for \$3.00 cash, two shares of SCM common stock and one warrant to purchase one share of SCM common stock at an exercise price of \$3.00 with a five year term, exercisable for two years following the third anniversary of the effective time of the merger. The merger closed on April 30, 2009.

(1) Includes (i) 1,239,600 shares held by the Midland Family Trust Est. Jan 29, 2002, (ii) 5,200 shares held by Mr. Midland as custodian for Ashley Marie Midland, (iii) 6,000 shares held by Mr. Midland as custodian for Alison Midland, (iv) 4,000 shares held by Mr. Midland as custodian for Taylor Ann Midland and (v) 2,800 shares held by Mr. Midland as custodian for Madison Kathleen Midland.

(3) Includes (i) 619,800 warrants held by the Midland Family Trust Est. Jan 29, 2002, (ii) 2,600 warrants held by Mr. Midland as custodian for Ashley Marie Midland, (iii) 3,000 warrants held by Mr. Midland as custodian for Alison Midland, (iv) 2,000 warrants held by Mr. Midland as custodian for Taylor Ann Midland and (v) 1,400 warrants held by Mr. Midland as custodian for Madison Kathleen Midland.

(4) 1/4th of option will vest on the one year anniversary of the April 30, 2009 date of grant and the remaining options will vest monthly thereafter for 36 months, such that options are fully vested four years after the April 30, 2009 grant date.

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Remarks:

Exhibit 24-Power of Attorney.

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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