

FARLEY DONALD J
Form 5
May 15, 2013

FORM 5

**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).
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 *
FARLEY DONALD J

2. Issuer Name and Ticker or Trading Symbol
PCS EDVENTURES COM INC [PCSV]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/15/2013

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

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)		
					(A) or (D) Price				
Common Stock ⁽¹⁾	12/11/2012	^	A4	150,000	A \$ 0.2	968,117 ⁽²⁾	D	^	
Restricted Stock Unit ⁽⁴⁾	09/28/2012	^	A4	150,000 ⁽⁵⁾	A \$ 0.1	968,117 ⁽³⁾	D	^	

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

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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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Warrant to purchase Common Stock ⁽⁷⁾	\$ 0.07	01/11/2013	Â	A4	65,000	Â	01/11/2013	01/11/2016	Common Stock
Stock Option	\$ 0.16	06/03/2012	Â	E4 ⁽⁶⁾	250,000	Â	06/03/2002	06/03/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARLEY DONALD J Â	Â X	Â	Â	Â

Signatures

Donald Farley 05/15/2013
 __Signature of Date
 Reporting Person

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) Restricted Stock Units granted 09/14/2011 for services during (09/2011-08/2012) were fully vested and issued on December 12, 2012 in Common Stock as contingencies were met as originally described on Form 4 filed June 7, 2012.
- (2) Restricted Stock Units were issued in Common Stock for 150,000 shares in December 2012 and are now included in the shares beneficially owned by Donald Farley.
- (3) Restricted Stock Units granted on 09/28/2012 for this award under the 2009 Equity Incentive Plan are not included in the 968,117 Shares of Common Stock beneficially owned as contingencies for this award have not been met.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of the company's Common Stock upon vesting
- (5) Shares only available/vested assuming required contingencies for the period 09/2012-08/2013 are met
- (6) Expiration of Stock Options issued in June 2002
- (7) Warrants were issued in consideration of Promissory Note extension

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

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