

Dall Glen
 Form 3
 March 06, 2012

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 Dall Glen | | (Month/Day/Year) | INSIGNIA SYSTEMS INC/MN [ISIG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 8799 BROOKLYN BLVD | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| MINNEAPOLIS,Â MNÂ 55445 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | EVP and COO | |

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 | 351 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

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) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------|-----------------|--------|---------|-------------------|---|
| Incentive Stock Option (right to buy) | 08/23/2012 ⁽¹⁾ | 08/23/2021 | Common Stock | 16,527 | \$ 3.13 | D | Â |
| Incentive Stock Option (right to buy) | 08/31/2011 ⁽²⁾ | 08/31/2019 | Common Stock | 13,333 | \$ 3.79 | D | Â |
| Incentive Stock Option (right to buy) | 05/25/2012 ⁽³⁾ | 05/25/2021 | Common Stock | 20,000 | \$ 4.22 | D | Â |
| Incentive Stock Option (right to buy) | 05/26/2011 ⁽³⁾ | 05/26/2020 | Common Stock | 20,000 | \$ 5.49 | D | Â |
| Non-Qualified Stock Option (right to buy) | 08/23/2012 | 08/23/2021 | Common Stock | 3,473 | \$ 3.13 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dall Glen 8799 BROOKLYN BLVD MINNEAPOLIS, MN 55445 | Â | Â | Â EVP and COO | Â |

Signatures

/s/ Glen Dall 03/06/2012
 **Signature of Date
 Reporting Person

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).
- (1) 3,194 shares on 8/23/2012; 6,667 shares on 8/23/2013 and 6,666 shares on 8/23/2014
- (2) 6,667 shares on 8/31/2011 and 6,666 shares on 8/31/2012
- (3) Exercisable in annual one-third increments on the first, second, and third anniversaries of the date of this option grant.

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