

SHARPS COMPLIANCE CORP  
Form 4  
December 15, 2009

**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 \*  
PARKER F GARDNER

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 DR., SUITE 500  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2009

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/14/2009		M <sup>(1)</sup>		20,000 A \$ 0.84	97,750	D
Common Stock	12/14/2009		M <sup>(1)</sup>		28,055 A \$ 0.85	125,805	D
Common Stock	12/14/2009		M <sup>(1)</sup>		9,660 A \$ 0.85	135,465	D
Common Stock	12/14/2009		S		50,000 D \$ 9.165	85,465	D
					<sup>(2)</sup>	<sup>(3)</sup>	

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.84	12/14/2009		M	20,000	<u>(4)</u> 07/14/2010	Common Stock	20,000
Stock Option (right to buy)	\$ 0.85	12/14/2009		M	28,055	<u>(4)</u> 06/28/2013	Common Stock	28,055
Stock Option (right to buy)	\$ 0.85	12/14/2009		M	9,660	<u>(4)</u> 06/30/2012	Common Stock	9,660

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARKER F GARDNER 9220 KIRBY DR. SUITE 500 HOUSTON, TX 77054		X		

## Signatures

Lynn H. Carnes                      12/15/2009  
 \*\*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) These shares were issued upon the exercise of options (described in Table II).
- (2) These shares of the issuer's common stock were sold by the reporting person in a registered underwritten secondary offering pursuant to an underwriting agreement entered into on December 9, 2009.
- (3) Represents public offering price of \$9.75 per share of common stock less the underwriter's discount of \$0.585 per share of common stock.
- (4) 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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