

FOUCAUT THIERRY R  
Form 4  
December 10, 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 \*  
FOUCAUT THIERRY R

2. Issuer Name and Ticker or Trading Symbol  
REEDS INC [REED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
13000 S. SPRING STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/03/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Operating Officer

LOS ANGELES, CA 90061

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 (D) Price  |   |  |                                   |
| Common Stock <sup>(1)</sup>     | 03/03/2009                           | 03/03/2009   | J                              | 5,000 A \$ 0  | 5,000   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |                  |                 |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|----------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Options (2)                                | \$ 7.55  |                                      |  |                                |   | 06/04/2008   | 06/04/2012  |                  |                 | Common Stock | 16,666                     |
| Options (2)                                | \$ 7.55  |                                      |  |                                |   | 06/04/2009   | 06/04/2012  |                  |                 | Common Stock | 16,666                     |
| Options (2)                                | \$ 7.55  |                                      |  |                                |   | 06/04/2010   | 06/04/2012  |                  |                 | Common Stock | 16,666                     |
| Options (3)                                | \$ 1.34  | 12/06/2008                           |  | A                              | 16,667  | 12/06/2009   | 12/07/2013  |                  |                 | Common Stock | 16,667                     |
| Options (3)                                | \$ 1.34  | 12/06/2008                           |  | A                              | 16,667  | 12/06/2010   | 12/07/2013  |                  |                 | Common Stock | 16,667                     |
| Options (3)                                | \$ 1.34  | 12/06/2008                           |  | A                              | 16,666  | 12/06/2011   | 12/07/2013  |                  |                 | Common Stock | 16,667                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| FOUCAUT THIERRY R<br>13000 S. SPRING STREET<br>LOS ANGELES, CA 90061 |               |           | Chief Operating Officer |       |

## Signatures

Thierry Foucaut 12/10/2009

\*\*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) Shares granted and issued as a bonus. Subject to 144 rules.

(2) 50,000 Options granted on 06/04/07 - Options vest annually over three years at 1/3 of total options granted per year

(3) 50,000 options granted on 12/06/2008 - Options vest annually over three years at 1/3 total options per year

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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